

In the name of God, the Compassionate, the Merciful

BYLAWS
OF
THE MUSLIM SOCIETY OF MEMPHIS

ARTICLE I
GENERAL PROVISIONS

Section 1.1. Name. The name of the corporation shall be The Muslim Society of Memphis (hereinafter “MSM”).

Section 1.2. Principal Office. The principal office of MSM shall be 1065 Stratford Road, Memphis, Tennessee 38122-2920.

Section 1.3. Purposes. The purposes of MSM are to:

- (a) Arrange and hold congregational prayers; undertake and engage in religious, charitable, educational and cultural activities;
- (b) Promote the principles of Islam, according to the Holy Qur'an and the Sunnah of the Prophet Muhammad (peace be upon him);
- (c) Preserve the spiritual wellbeing of its members and the Muslim community;
- (d) Perpetuate the Islamic faith, discipline and teachings; and
- (e) Promote friendly relations between Muslims and non-Muslims and to foster a Muslim community based on Islamic principles of brotherhood, equality, mutual help and Islamic teachings of peace, love and justice.

Section 1.4. Governing Law. These bylaws shall be interpreted in accordance with and governed by the laws of the Shari’ah of Prophet Muhammad (peace be upon him) and the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated Title 48, Chapters 51-67 (the “Act”). Pursuant to Tennessee Code Annotated Section 48-67-102(b), if any part of the Shari’ah is found to be inconsistent with any provision of the Act, the Shari’ah shall control “to the extent, and only to the extent, required by the constitution of the United States or the constitution of this state, or both.” Any reference in these bylaws to the Shari’ah, the Act, or any other provision of the Shari’ah law or civil law shall be understood to refer to the version of such law in existence and in effect as of the date of adoption or subsequent amendment of these bylaws.

Section 1.5. Notices and Other Communications.

- (a) *General Requirements.* Any notice required under these bylaws shall be in writing unless oral notice is reasonable in the circumstances and written notice is not expressly required by these bylaws. Unless otherwise agreed to between the sender and the recipient, words in a notice or other communication shall be in English. A written

notice or other communication may be given or sent by United States Mail, courier, hand delivery, or other means permitted by law, except that a notice or other communication may be delivered by electronic transmission only if consented to by the recipient. Each member, each Trustee, and each committee member shall provide his or her contact information to MSM on request, and shall have an affirmative obligation to inform MSM in the event of a change in such information.

- (b) *Electronic Communications.* A member, Trustee, or committee member who provides an email address to MSM shall be deemed to have consented to MSM's delivery of notices and communications to that email address, except that such consent may be revoked by the recipient at any time on written notice to MSM, and shall be deemed revoked if MSM receives an electronic notice of non-delivery following two (2) consecutive electronic transmissions given to that email address. All electronic transmissions under this subsection shall be sent by email in plain text, rich text, or hypertext markup language ("HTML") format, and any attachments shall be in portable document format ("PDF") or provided via a functional link to an active website. Meeting notices may alternatively be given by text message at the request of the recipient.

ARTICLE II MEMBERSHIP

Section 2.1. Membership. The membership of MSM shall consist of "general members," "voting members" and "life members." Only voting members and life members in good standing shall be eligible to hold office of MSM and vote in MSM elections and shall nominate or be nominated for the election of MSM Trustees and Officers. Each voting and life member shall be entitled to one vote in all matters coming before the membership for vote.

Section 2.2. General Member. Any Muslim of at least eighteen (18) years of age shall be eligible to become a general member by fulfilling all of the following criteria:

- (a) Believes in the basic articles of Islamic faith and the pillars of Islam.
- (b) Supports the purposes of MSM, accepts MSM governance as a mechanism for management and operation of the Society, and agrees to abide by the Charter and Bylaws of MSM.
- (c) A United States citizen or permanent resident or a legal nonimmigrant visa holder. (must provide proof of citizenship or permanent residency or valid visa).
- (d) Register as a general member by delivering a general membership application to the administrative office of MSM at its principal office address.

Section 2.3. Voting Member. A voting member shall be a Muslim of at least eighteen (18) years of age and must fulfill all of the following criteria to be eligible to become a voting member:

- (a) Must satisfy all of the requirements of a general member (as defined in Section 2.2 above)
- (b) Must be a resident of Shelby, Tipton, or Fayette County, Tennessee; Desoto or Marshall County, Mississippi; or Crittenden County, Arkansas. (Must provide a current utility

- bill and any Government photo ID showing the residence address, or other proof of residency satisfactory to MSM.)
- (c) Must have been a general member for at least 1 year.
 - (d) Must pay the membership fee through automatic monthly deduction or one-time annual membership fee payment by the deadline set by these bylaws, Section 2.7.

Section 2.4. Life Member. Any voting member can become a life member by delivering an application with the required life-time dues set by these bylaws, Section 2.7 to the administrative office of MSM at its principal office address.

Section 2.5. General Members' Rights and Privileges. General members shall be eligible to participate in all functions and activities of MSM except voting, provided that they abide by the rules and regulations established by MSM.

Section 2.6. Voting Members' Rights and Privileges. In addition to the rights and privileges mentioned in Section 2.5, the voting members (including life members) will have the following rights and privileges:

- (a) Voting members in good standing shall be eligible to hold office of MSM and vote in MSM elections and shall nominate or be nominated for the election of MSM Board of Trustees and Officers.
- (b) The spouse of a voting member will automatically become a voting member and shall have all the rights and privileges as the voting member provided he/she fulfills the criteria (a), (b), and (c) described in Section 2.3 of these bylaws. (Children at the age of eighteen years or above and other related adults living with the family must become individual voting members on their own by submitting a membership application and paying the dues to earn voting member's rights and privileges).

Section 2.7. Voting Membership Fee.

- (a) The minimum voting membership fee shall be \$15.00 automatic monthly deduction or \$200.00 one-time yearly payment.
- (b) Automatic monthly deduction must start from the month of January of a calendar year to be eligible to vote in that year. One time membership fee must be paid on or before 30th September of a calendar year to be eligible to vote in the December election of that calendar year.
- (c) The Board of Trustees will have the right to increase the voting membership fee. The Board of Trustees will decide the membership fee for the next-following year by not later than September 1 of each year. The affirmative vote of at least two-thirds (2/3) of the members of the Board of Trustees present and voting at a duly constituted meeting of the Board of Trustees is required for any increase of the membership fee, provided that no increase shall be retroactive (any one-time payment timely paid prior to a fee increase shall be valid for the current year).
- (d) Any voting member who pays at least \$2,000.00 one-time membership fee will become a lifelong voting member.

- (e) Any donation to MSM general fund (operating expenses) or endowment fund through automatic monthly deduction (\$15 or over) or one-time donation (\$200 or over) will count as the annual membership fee payment. However, donations to the Zakah fund or Sadaqah fund or for any other specific fund raising purposes will not count as membership fee payment.

Section 2.8. Voting Membership Renewal.

- (a) Each year, a voting member must renew his/her voting membership by paying the then-current membership fee on or before 30th September of that calendar year to be eligible to vote in the December election for the current year. The membership of a voting member with automatic monthly deduction will be automatically renewed. During membership renewal, the voting member must also provide proof of residency.
- (b) First time voting members must pay the one-time annual membership fee by the 30th September of the calendar year to be eligible to vote in the December election for the current year.
- (c) Membership renewal fees must be paid by personal check, personal debit or credit card, or cash by the individual. New members must submit the membership application and pay their dues in person (not by mail or other means of delivery), and all cash payments must be submitted in person (not by mail or other means of delivery). All membership applications (whether an initial membership application or a renewal) must be submitted by the applicant only for himself or herself, i.e., an individual may submit only his or her own application, and may not submit an application for any other person. Bundled applications, and/or bundled payments, submitted on behalf of two (2) or more persons shall be invalid. No bundling will be allowed for any initial membership application or renewal. Bundling is defined as an individual submitting application/renewals and/or payments for two (2) or more people. The MSM Board has final authority to approve or reject any membership application based on the criteria established by these bylaws.

Section 2.9. Termination of Membership. Membership shall be terminated under the following conditions.

- (a) Any member may voluntarily terminate his or her membership at any time upon written notice to the President of MSM at the principal office of the Society.
- (b) Any member who ceases to possess the United States citizenship, lawful permanent resident status, or lawful visa required by these bylaws shall be automatically terminated from membership as of the effective date of the disqualifying event, and shall give written notice thereof to MSM within a reasonable time after the disqualifying event.
- (c) Any voting member who for any reason fails to pay his or her membership fee by the deadline shall be subject to revocation of voting rights (shall be reclassified as a general member) upon not less than fifteen (15) days' prior written notice and an opportunity to respond, orally or in writing, not less than five (5) days before the effective date of revocation. Voting membership may be reinstated for the following year on payment of dues by the deadline.

- (d) Any voting member who for any reason fails to satisfy the residency requirements described in Section 2.3(b) of these bylaws for more than one (1) year shall be subject to revocation of voting rights (shall be reclassified as a general member) upon not less than fifteen (15) days' prior written notice and an opportunity to respond, orally or in writing, not less than five (5) days before the effective date of revocation. Voting membership may be reinstated upon showing proof of residency. A voting member must notify the Board in writing of any address change within thirty (30) days of such change. Refund of pre-paid dues following disqualification shall be made on request.

ARTICLE III MEETINGS OF MEMBERS

Section 3.1. Annual Meetings. The Board of Trustees of MSM shall set a date for an annual meeting of the voting members of MSM, to take place on or after December 1 and not later than December 21 of each year at the principal office of MSM, or at such other place as may be determined by the Board of Trustees. At the annual meeting, the President of MSM shall report on the activities of MSM and the Treasurer shall report on the financial condition of MSM. The members may also consider and act upon such other matters as may be raised consistent with the notice requirements of these bylaws, provided, however, that in every year in which the term of any one or more incumbent Trustees expires, or if a vacancy is otherwise to be filled by vote of the members, the final order of business at the annual meeting shall be the election of Trustees and no other business shall be taken up after the election begins. The meeting shall conclude with the announcement of the newly elected Trustees.

Section 3.2. Special Meetings. A special meeting of the members may be called at any time by the Chairperson of the Board of Trustees, the President of MSM, by four (4) or more of the Trustees of MSM, or upon the signed, dated, written application of at least ten percent (10%) of the voting members of MSM, delivered to MSM's Secretary. Any such call or application shall state the day, hour, place, and purpose of such meeting and shall be delivered to the Secretary at the principal office of MSM not less than thirty (30) days in advance of the designated date of the special meeting. All special meetings shall take place at the principal office of MSM, or at such other location as may be determined by a majority vote of the Board of Trustees. The Secretary shall, upon receipt of such call or application, cause notice of such special meeting to be issued, consistent with these bylaws.

Section 3.3. Notice of Meetings. The Secretary shall cause written notice of any annual or special meeting of the members of MSM to be given by United States mail, postage prepaid, to every member of MSM at the most current address shown on the records of MSM at least fifteen (15) days and not more than thirty (30) days before the meeting date. The notice shall state the day, hour, place, and purposes of the meeting, and shall otherwise conform to the notice requirements of the Tennessee Nonprofit Corporation Act. The agenda for any such annual or special meeting shall be fixed and included in the notice of meeting to members. Only such matters as are included in such agenda shall be considered for vote and final action at such meeting, although other matters may be considered and discussed for future action by the members or for reference to the Board of Trustees for its independent consideration and action.

Section 3.4. List of Members. Prior to each annual or special meeting of members, MSM shall prepare a current, alphabetical list of members who are entitled to notice of and/or to vote at such meeting. Such list shall be available for inspection by any voting member, on request, beginning on the second business day after the date notice is given and continuing through the meeting date, at the principal office of MSM, or, if the meeting is held elsewhere and on the date or dates of such meeting, at the location of the meeting.

Section 3.5. Quorum Requirements and Voting. Ten percent (10%) of the voting members of MSM present or represented by proxy shall constitute a quorum at any annual or special meeting of the members. Once a quorum is obtained, the meeting may be adjourned, despite the loss of a quorum, by the remaining members in attendance. Each voting member of MSM shall be entitled to one (1) vote on any question which may properly come before the membership at any annual or special meeting, which vote may be exercised in person or by proxy appointed in accordance with these bylaws. Except as may be otherwise required by law, action on a matter is approved if the number of votes cast in favor of the action exceeds the number of votes cast against the action.

Section 3.6. Proxy Voting. Proxy voting shall not be permitted except as provided in this section.

- (a) The Board of Trustees shall promulgate a form for appointment of general proxy, which form shall provide exclusively for the designation of the Board of Trustees to act as proxy for the member who signs the form. Such form shall allow the member granting the proxy to attend and vote, in lieu of the proxy, at any annual or special meeting of the members of MSM other than a meeting held for the sole purpose of electing Trustees, shall specify the duration of the appointment, and shall provide that such appointment of proxy shall be revocable at will by such member. Any member may designate the Board of Trustees as proxy by use of such form, and may revoke such proxy at any time by written notice bearing the signature of the member delivered by mail or in person to the Secretary of MSM at its principal office.
- (b) The Board of Trustees shall also promulgate a form for appointment of special proxy, which form shall permit designation of any voting member of MSM to act as proxy for the member who signs the proxy form at the next occurring annual meeting of the members of MSM, for the sole purpose of electing Trustees (the next "Election"). No voting member shall be permitted to hold or exercise more than two (2) proxies in any Election, i.e., a voting member may exercise his or her own vote plus no more than two (2) proxy votes. The special proxy shall expire at the close of the next Election, and shall be revocable at will by the member granting the proxy by written notice bearing the signature of the member delivered by mail or in person to the Secretary of MSM at its principal office prior to the date of the Election, or in person to the Secretary of MSM at the annual meeting at which the Election occurs.
- (c) The Secretary shall provide a roll book for the registration of voting members at each meeting of members, and shall note the exercise of any vote in lieu of a proxy at such meeting. This section provides the sole and exclusive means for appointment and revocation of proxies by members of MSM, and no other means shall be recognized.

ARTICLE IV BOARD OF TRUSTEES

Section 4.1. Composition. The business and affairs of MSM shall be conducted by a Board of Trustees selected by and from among the voting members of MSM, to include at least five (5) and not more than nine (9) Regular Trustees and four (4) Officer Trustees (namely the President, the Vice-President, the Secretary, and the Treasurer). The number of Regular Trustees shall initially be five (5). Additional Regular Trustees may be added by the affirmative vote of at least two-thirds (2/3) of the Trustees in office at the time the action is taken, up to a maximum number of nine (9) Regular Trustees.

- (a) To be eligible for election as a Regular Trustee, a person must meet all of the following qualifications:
- (1) Current voting member who has been a voting member of MSM for at least seven (7) years;
 - (2) Documented service to MSM as (i) a former Shura Council member, (ii) a Regular Trustee, (iii) an Officer Trustee for at least four (4) years, or (iv) a committee chair for at least four (4) combined years.
 - (3) Has not been convicted of a criminal offense within the past fifteen (15) years.
 - (4) At least twenty-five (25) years old.
 - (5) Not a current paid agent or employee of MSM and has not been a paid agent or employee of MSM for the past two (2) years.
 - (6) Not openly and/or persistently be in violation of any of the established rules of Shari'ah (the Islamic Law).
 - (7) Not the spouse, child, parent, or sibling of any current member of the MSM Board.
 - (8) Pledge to comply with MSM's Policies, Regulations, Charter, and these bylaws.

Equivalent documented local or national Muslim community service experience may be substituted for the requirements of items (1) and (2) above if approved by at least a three-fourths (3/4) vote of the Board of Trustees.

- (b) To be eligible for election as an Officer Trustee, a person must meet all of the following qualifications:
- (1) Current voting member who has been a voting member of MSM for at least three (3) years;

- (2) Has not been convicted of a criminal offense within the past fifteen (15) years.
- (3) At least twenty-one (21) years old.
- (4) Not a current paid agent or employee of MSM and has not been a paid agent or employee of MSM for the past two (2) years.
- (5) Not openly and/or persistently be in violation of any of the established rules of Shari'ah (the Islamic Law).
- (6) Not the spouse, child, parent, or sibling of any current member of the MSM Board.
- (7) Pledge to comply with MSM's Policies, Regulations, Charter, and these bylaws.

Any person accepting a nomination to serve as an Officer Trustee shall be obligated to serve as an officer of MSM if and as elected as provided by these bylaws.

Section 4.2. Term. Regular Trustees shall be elected for a term of four (4) years each and Officer Trustees shall be elected for a term of two (2) years each, beginning at the date and time of the Annual Officers' Election described in Section 4.3(c) of these bylaws, and continuing until their successors are elected or appointed and qualified (see Section 7.2 of these bylaws). Trustees may be elected or appointed for successive terms, provided that (a) no Regular Trustee may serve successive terms that in the aggregate exceed eight (8) years, and (b) no Officer Trustee may serve successive terms that in the aggregate exceed six (6) years. There shall be no restriction on reappointments after a break of at least one (1) year in Board of Trustee service, and an Officer Trustee shall be eligible for election as a Regular Trustee without any break in service.

Section 4.3. Method of Election. The method of election of Trustees of MSM shall be as follows:

- (a) *Composition of Election Committee.* By not later than September 1 of each election year, the Board of Trustees shall establish an Election Committee from among the current voting members for the purpose of conducting the election of Trustees. The Election Committee shall consist of no fewer than three (3) and not more than five (5) voting members of MSM, elected by a majority vote of the Board of Trustees, who shall serve for a term ending with the appointment of the next Election Committee. Incumbent Trustees and paid agents or employees of MSM shall not be eligible to serve on the Election Committee, and no member of the Election Committee shall be eligible for nomination or election as a Regular Trustee or Officer Trustee in the current election.
- (b) *Election Process.* The Board shall provide an updated list of the eligible voting members to the Election Committee.
 - (1) The Election Committee shall solicit nominations from the voting membership of candidates for election as Regular or Officer Trustee. The solicitation shall

be distributed to all voting members simultaneously by any reasonable means, shall state the number and type of vacancies anticipated, and shall state a deadline for receipt of nominations that is not less than seven (7) nor more than thirty (30) days after the distribution date.

- (2) Each nomination must be in writing and signed by the nominator, must indicate whether it is a nomination for Regular Trustee or Officer Trustee, must affirm that the nominee meets the qualifications for service as contained in Section 2.2 (for Regular Trustees) or 2.3 (for Officer Trustees) of these bylaws, and must confirm that the nominee has affirmed his or her eligibility and willingness to serve if elected.
 - (3) The Election Committee shall examine each nomination to confirm its validity in accordance with these bylaws, including Section 2.2 (for Regular Trustees) or 2.3 (for Officer Trustees). The Election Committee shall then prepare a written ballot listing the number and type of positions vacant and the names of the eligible candidates. The ballot may include a short biographical statement regarding each candidate.
 - (4) The Chairperson of the Election Committee shall conduct the election as the last order of business at the annual meeting of members provided for in Article III of these bylaws. At such meeting, the Chairperson of the Election Committee shall distribute the written ballot prepared by the Election Committee to the voting members in attendance, shall allow a reasonable amount of time for votes to be cast, shall collect the ballots, and shall direct the counting of the ballots by the Election Committee. Nominations from the floor shall not be permitted, and all voting shall be by secret ballot using the ballot prepared by the Election Committee. Each voting member in attendance in person or represented by special proxy in accordance with these bylaws shall have one (1) vote. Absentee voting shall not be permitted. Trustees shall be elected by a plurality of the votes cast, and the results will be announced at the close of the meeting. No other business shall be conducted following the announcement of the election results, and the meeting shall thereupon be adjourned.
- (c) *Election of Officers.* As soon as is practicable following the close of each annual meeting of members (including both an annual meeting in which Trustees are elected and any other annual meeting), and by not later than December 31 of each year, the Chairperson of the Election Committee shall call a special meeting of the Board of Trustees pursuant to Article VII of these bylaws for the sole purpose of electing officers (the “Annual Officers’ Election”). The Chairperson of the Election Committee shall preside at the Annual Officers’ Election; shall call for nominations for the offices of Chairperson, President, Vice-President, Secretary, and Treasurer; shall take the vote of the Trustees by secret ballot; shall announce the election results; and shall thereupon adjourn the meeting. The Chairperson of the Board of Trustees shall be elected by the Board of Trustees from among the Regular Trustees; all other officers shall be elected by the Board of Trustees from among the Officer Trustees. Each Trustee shall cast one

(1) vote for each office. No proxy or absentee voting shall be permitted in any meeting of the Board of Trustees.

- (d) *Resolution of Issues.* All election-related issues, such as eligibility requirements to vote, any contest to any election, any operational or procedural issues that may arise, or any other issue will be resolved by the Board of Trustees in consultation with the Chairperson of the Election Committee.

Section 4.4. Resignation and Removal of Trustees.

- (a) Any Trustee may resign at any time by written notice delivered to the President, Secretary, or Board of Trustees of MSM at the principal office of MSM. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.
- (b) The Board of Trustees may remove any Trustee for missing three (3) consecutive meetings of the Board of Trustees without justifiable reason for which Board is timely informed, by at least three-fourths (3/4) vote of the Trustees then in office, provided that such removal shall not be valid unless each Trustee is given at least seven (7) days' written notice that the matter will be voted on at the meeting, or unless notice is duly waived.
- (c) Any Regular Trustee who fails to meet and at all times maintain the minimum qualifications stated in subsection 4.1(a) of these bylaws, and any Officer Trustee who fails to meet and at all times maintain the minimum qualifications stated in subsection 4.1(b) of these bylaws, may be removed by the voting members at a meeting called for the purpose of removing the Trustee, for which the meeting notice states that the purpose, or one of the purposes, of the meeting is removal of the Trustee. A Trustee must notify the Board in writing of any address change within thirty (30) days of such change.
- (d) Other than as stated above, a Trustee may be removed only by the voting members at a meeting called for the purpose of removing the Trustee, for which the meeting notice states that the purpose, or one of the purposes, of the meeting is removal of the Trustee.
- (e) Any resignation or removal of a Trustee under this Section also removes that Trustee from any board office he or she may currently hold (Chairperson, President, Vice-President, Secretary, or Treasurer).

Section 4.5. Vacancy. In the event of a vacancy on the Board of Trustees, the vacancy may be filled from among the voting members by the affirmative vote of a majority of the Trustees remaining in office for the remainder of the unexpired term of the vacancy.

ARTICLE V OFFICERS

Section 5.1. Board of Trustees Officers. The Board of Trustees of MSM shall have a Chairperson elected by the Board of Trustees from among the Regular Trustees. MSM shall also have the following officers elected by the Board of Trustees from among the Officer Trustees: a

President, a Vice-President, a Secretary, and a Treasurer. The officers shall be chosen annually by the affirmative vote of a majority of the members of the Board of Trustees, and shall serve for one (1) year terms, or until their successors are duly elected and qualified. No Officer shall serve for more than three (3) consecutive years in the same position.

Section 5.2. Resignation and Removal of Officers. Any board officer may resign at any time by giving written notice to the Board of Trustees or to the President or Secretary of MSM. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any board officer may be removed from office at any time, with or without cause, by at least three-fourths (3/4) vote of the Trustees then in office (disregarding the Trustee being considered for removal). Cause for removal includes but is not limited to:

- (1) failing to attend three (3) meetings of the Board in a calendar year without justifiable reason for which Board is timely informed;
- (2) failing to fulfill the specific responsibilities assigned to him or her by the Board;
- (3) performing acts not consistent with the Charter or these bylaws;
- (4) becoming disqualified for service as a Trustee under these bylaws, or
- (5) conviction of a criminal offense.

Such removal may occur only if the officer involved is first provided with five (5) days' 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 or e-mail to the last known address of such officer. The officer involved shall be allowed an opportunity to respond to these charges orally or in writing. Each member of the Board shall review any response independently. The Board then shall act with the objective of advancing the best interests of MSM. An officer who has been removed remains a Trustee unless removed in the manner provided in Section 4.4 above.

Section 5.3. Vacancy. In the event of a vacancy in any office, the vacancy may be filled from among the Officer Trustees by the affirmative vote of a majority of the Trustees remaining in office. A Trustee elected to fill a vacancy will serve the unexpired term of his or her predecessor in office. For vacancy in an Officer Trustee position, see Section 4.5 above.

ARTICLE VI DUTIES OF OFFICERS

Section 6.1. Chairperson of the Board. The Chairperson of the Board of Trustees shall preside at all meetings of the Board of Trustees, and shall have such other powers and duties (if any) as may be prescribed by the Board of Trustees.

Section 6.2. President. The President of MSM shall preside at all meetings of the Executive Council, shall have such other powers and duties as may be prescribed by the Board of Trustees and these bylaws. The President of MSM shall preside at meetings of the Board of Trustees in the absence of the Chairperson. The President shall be the chief executive officer of MSM and shall, subject to the control of the Trustees, have general supervision, direction, and control of the affairs of MSM, and shall have the following specific powers and duties:

- (a) He/she shall be a member of the Board of Trustees and the Executive Council.
- (b) He/she shall supervise and control day to day affairs of MSM, in accordance with policies and directives of the Board of Trustees.
- (c) He/she shall serve as the official representative and spokesperson for MSM unless otherwise decided by the Board.
- (d) He/she shall prepare annual budget and working plan for day to day operations as well as other short- and/or long-term plans for approval by the Board.
- (d) He/she shall review the agenda (prepared by the Secretary) for the meetings of the Executive Council.
- (e) He/she shall nominate standing or special committees, or subcommittees of MSM, as may be required by these bylaws or as may be necessary. All such committees shall be approved by the Board.
- (f) The President of MSM shall also perform such other duties as the Board of Trustees may designate from time to time.

Section 6.2. Vice-President. In the absence or disability of the President, the Vice-President shall, for the period of such absence or disability, perform all the duties of the President, and shall when so acting have all of the powers of and be subject to all the restrictions upon the President. The Vice-President shall have the following duties and responsibilities:

- (a) He/she shall be a member of the Board of Trustees and the Executive Council.
- (b) He/she shall serve as acting president in the absence of the President or during such time as the President of MSM is unable to carry out the duties of that office.
- (c) He/she shall exercise such other powers and perform such other duties as the Board of Trustees or the President may assign from time to time

Section 6.3. Secretary. Secretary of MSM shall have the following specific duties and responsibilities:

- (a) He/she shall be a member of the Board of Trustees and the Executive Council.
- (b) He/she shall prepare and distribute minutes of all meetings of the Board of Trustees as well as the Executive Council.
- (c) He/she shall ensure that all notices are given in accordance with these bylaws.
- (d) He/she shall prepare agenda for the meetings of the Board of Trustees, and the Executive Council.
- (e) He/she shall process the applications of new members, the resignations, and the suspensions or revocation of memberships, for the approval of the Board. He/she shall also maintain a current list of members of MSM.

- (f) He/she shall help in preparing the quarterly and annual reports describing the achievements, present status, future plans, and other matters of interests.
- (g) He/she shall perform such other duties as the Board of Trustees or the President of MSM may, from time to time, prescribe.
- (h) The Secretary shall be the custodian of MSM's membership and meeting records (written and digital) and the seal and shall have the authority to affix the seal of MSM, if required, to attest the instrument by affixing his/her signature. The Board may authorize any other Officer to perform such tasks.

Section 6.4. Treasurer. The Treasurer of MSM shall have the following specific duties and responsibilities:

- (a) He/she shall be a member of the Board of Trustees and the Executive Council.
- (b) He/she shall be responsible for developing and reviewing the fiscal policies of MSM for the approval of the Board.
- (c) He/she shall keep/or supervise the maintenance of the complete and accurate accounts of receipts and disbursements of all amounts. He/she shall cause the deposit of all monies and other valuable property of MSM in MSM's name to the credit of MSM in such banks or depositories as the Board may designate.
- (d) Besides maintaining the monthly accounts and quarterly and annual reports; the Treasurer shall prepare a financial report which shall include the balance sheet, detail statements of income and expenses for independent auditors. He/she shall also prepare annual budget and present it to Executive Council and the Board.
- (e) He/she shall render a report of the finances of MSM at the membership meeting or whenever requested by the President or the Board showing all receipts and expenditures for the current year.
- (f) He/she shall provide assistance for filing all tax returns, as needed.
- (g) He/she shall also perform such other duties as the President or the Board may, from time to time, designate.

ARTICLE VII MEETINGS OF THE BOARD OF TRUSTEES

Section 7.1. Annual and Regular Meetings. The Board of Trustees shall hold an annual meeting each year on or before the date of the annual meeting of voting members set in accordance with Section 3.1 of these bylaws. The annual meeting of the Board of Trustees shall be held at the principal office of MSM or at such other place as may be determined by the Board of Trustees. Regular meetings shall be held at least quarterly (once every three (3) months) at such time and place as shall be determined by the Board of Trustees.

Section 7.2. Special Meetings.

- (a) *In General.* Special meetings of the Board of Trustees may be called for any purpose at any time by the Chairperson of the Board of Trustees, by the President of MSM, or by a majority of the Trustees then in office on not less than five (5) days' advance notice. Notice of a special meeting shall include the day, time, and place of the meeting

and shall be communicated to the Trustees by any reasonable means. All special meetings shall take place at the principal office of MSM unless another location is approved by a majority vote of all Trustees then in office. Notice of a special meeting may be waived by either filing with the minutes of the meeting a written waiver signed by the Trustee(s) entitled to notice, or by such Trustee(s) attendance at and participation in such meeting without objection.

- (b) *Annual Officers' Election.* A special meeting of the Board of Trustees-Elect shall also be called each year by the Chairperson of the Election Committee for the purpose of electing officers (described in Section 4.3(c) of these bylaws as the "Annual Officers' Election"). The Annual Officers' Election shall occur as soon as practicable after the annual meeting of members, and shall take place at the principal office of MSM. Only the Trustees-Elect (those elected at the immediately preceding annual meeting of members) and each Trustee who remains in office (if any) (collectively, the "Incoming Trustees") are expected to attend the Annual Officers' Election. At the date and time the Annual Officers' Election convenes, each Trustee-Elect shall take office (whether or not in attendance) and the term of each Trustee whose term is ending will expire. Notice of the Annual Officers' Election shall include the day, time, and place of the meeting and shall be communicated to each of the Incoming Trustees by any reasonable means. Notice of the Annual Officers' Election may be waived by either filing with the minutes of the meeting a written waiver signed by the Trustee(s) entitled to notice, or by such Trustee(s) attendance at and participation in such meeting without objection.

Section 7.3. Meeting by Telephone. Any or all Trustees may participate in any regular or special meeting by telephone, provided that all participating Trustees can simultaneously hear each other at all times during the meeting. A Trustee participating by telephone shall be deemed for all purposes to be present in person at the meeting at all times during which such Trustee is in simultaneous contact with every other Trustee participating in the meeting.

Section 7.4. Action without Meeting. Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all of the Trustees consent in writing and if such action is approved by the affirmative vote of a majority of the Trustees. The action must be evidenced by a written consent, executed in one (1) or more counterparts by each Trustee, describing the action to be taken and indicating the vote of each Trustee for or against such action, filed with the records of MSM. Such action is effective when the last Trustee signs the consent, or at such other date as specified in the consent.

Section 7.5. Quorum. The attendance of at least sixty percent (60%) of the Trustees in office shall constitute a quorum for the transaction of business. Proxy voting is not permitted in meetings of the Board of Trustees.

Section 7.6. Executive Sessions. It shall be the prerogative of the Board, on the call of the Chairperson or on motion duly made, seconded, and approved by the affirmative vote of a majority of Trustees in attendance at any properly constituted meeting of the Board, to declare any meeting of the Board of Trustees, or any portion thereof, an executive session. Any meeting or portion thereof that has been declared an executive session shall be attended only by the duly elected or appointed voting members of the Board of Trustees, except that other persons may be admitted,

whether for all or for a portion of the executive session, on the invitation of the Chairperson or on motion duly made, seconded, and approved by the affirmative vote of a majority of Trustees in attendance. The proceedings of the Board of Trustees in executive session, and all information, opinions, reports, statements, or expressions of any kind adduced during such proceedings, shall be kept in confidence among those in attendance and shall not be disclosed to any other person except with the express written approval of the Chairperson, or as approved by a majority vote of the Trustees in attendance at any properly constituted meeting of the Board of Trustees. At the beginning of each executive session, the Chairperson shall designate an individual to be responsible for the preparation of proper minutes, which minutes shall be maintained in confidence by the Secretary of MSM, or otherwise as directed by the Chairperson.

ARTICLE VIII COMMITTEES OF THE BOARD OF TRUSTEES

Section 8.1. Creation of Committees. The Board of Trustees shall have an executive committee known as the “Executive Council,” consisting of the Officer Trustees. The Board of Trustees may establish such other committees as it deems necessary and appropriate for the conduct of the business and affairs of MSM. The members of such committees may be members of the Board of Trustees or other natural persons as determined by the Board of Trustees or these bylaws, who shall serve at the pleasure of the Board of Trustees. The President may recommend committees to be formed, nominate committee members, and designate a chairman for each such committee, *provided that creation of a committee and appointment of members to it must be approved by a majority of all Trustees in office at the time the action is taken.*

Section 8.2. Executive Council. The Executive Council shall manage the daily operations and affairs of MSM. The Executive Council shall have the powers and authority expressly granted to it by the Regular Trustees (by their majority vote) or by these bylaws. Any power not expressly conferred to the Executive Council by these bylaws or by a duly adopted resolution of the Board of Trustees shall be reserved to the Board of Trustees. The duties and responsibilities of Executive Council shall include the following:

- (a) Develop and submit an annual operating plan for the year to the Board for its approval.
- (b) Prepare the annual budget for review and approval of the Board.
- (c) Implement the approved operating plan by the Board and furnish quarterly and yearly progress reports to the Board of Trustees as and if required.
- (d) Maintain and operate MSM properties and other facilities, and establish the rules and regulations for their use. All rules and regulations of MSM shall be approved by the Board of Trustees.
- (e) Perform any other functions that are needed relevant to the daily functions and operations of MSM as directed by the Board.

Any conflict/dispute between the Board of Trustees and the Executive Council shall be resolved by the whole Board and the decision of the Board reached by simple majority vote of its members shall prevail.

Section 8.2. Limitation of Authority. Each committee shall have the powers and authority delegated to it by the Board of Trustees and these bylaws, *provided* that no committee shall be empowered or authorized to do any of the following: (a) elect, appoint, or remove Trustees or fill vacancies on the Board of Trustees or any of its committees; (b) adopt, amend, or repeal the Charter or these bylaws; (c) dissolve MSM; (d) take any action otherwise prohibited by these bylaws or by law, or expressly reserved to the Board of Trustees.

Section 8.3. Meetings of Committees. The Executive Council shall meet at least once a month at a scheduled time, date and place, to evaluate the progress of different committees, resolve the problems, if any, and transact the business of MSM. The other committees of the Board of Trustees shall meet on an as-needed basis, on the call of the chairman of the committee, the Board of Trustees, the Chairperson of the Board, or the President of MSM. Notice of such meetings shall be communicated by any reasonable means to each member of the committee at least twenty-four (24) hours prior to the meeting, stating the day, time, and place of such meeting, provided that all committee meetings shall take place at the principal office of MSM unless another location is approved by the unanimous consent of all members of the committee or by a majority vote of the Board of Trustees. Notice may be waived by either filing with the minutes of the meeting a written waiver signed by the committee member(s) entitled to notice, or by such member(s) attendance at and participation in such meeting without objection. Committees may meet and members may participate by telephone to the same extent and in the same manner as provided in these bylaws for meetings of the Board of Trustees. The attendance of a majority of the members of the committee shall constitute a quorum at any committee meeting, except where a greater number is required by these bylaws. Except as may be otherwise specified by these bylaws or by law, any matter which may come before a properly constituted meeting of a committee shall be approved only upon the affirmative vote of a majority of the committee members present and voting.

Section 8.4. Action without Meeting. Any action required or permitted to be taken by any committee of the Board of Trustees may be taken without a meeting if all members of such committee consent in writing and if such action is approved by the affirmative vote of a majority of the members of the committee. The action must be evidenced by a written consent, executed in one (1) or more counterparts by each committee member, describing the action to be taken and indicating the vote of each member for or against such action, filed with the records of MSM. Such action is effective when the last committee member signs the consent, or at such other time as may be specified in the consent.

ARTICLE IX CONFLICTS OF INTEREST

Section 9.1. General. MSM is a nonprofit, tax-exempt organization. There exists between MSM and its Board, officers, management employees, and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity requiring the best care, skills, and judgments for the sole benefit of MSM. These persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their position with MSM or knowledge gained therefrom for their personal benefit. All such persons shall be subject to MSM's Conflict of Interest Policy. Trustees shall not receive compensation for their services as members of the

Board of Trustees, however, the Board may authorize reimbursement by MSM of the out of pocket expenses of Trustees for their services to MSM.

Section 9.2. Transactions. If MSM and a Trustee or Officer of MSM shall enter into a transaction in which he or she shall have a conflict of interest with MSM, then such transaction shall not be voidable by MSM solely because of the Trustee's or Officer's interest in the transaction if:

- (a) 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; or
- (b) The material facts of the transaction and the Trustee's or Officer's interest were disclosed or known to the members of MSM entitled to vote thereon, and they did authorize, approve, or ratify the transaction

ARTICLE X MISCELLANEOUS

Section 10.1. Agents and Employees. The Board shall appoint all agents and employees of MSM. The Executive Council may nominate agents and/or employees for day to day operations. The Board of Trustees shall approve all such nominations. The agents and employees are required to abide by the policy and guidelines set up by the Board and follow the instructions of the Executive Council for day to day operations. MSM may pay compensation to the agents and employees for services rendered, in the amounts to be fixed by the Board. In no circumstances any agent or paid employee can assume or exercise the power and authority vested in the Board or the Executive Council. The Board may terminate any agent or employee at any time. However, the termination of the Imam shall follow the procedure mentioned in Section 10.11(8). No agent or employee of MSM shall hold any elected office of MSM or nominate and/or endorse anyone for Board or Executive Council or serve on the Election Committee.

Section 10.2. Annual Audit. The books and records of MSM shall be audited at least once a year by a Certified Public Accountant approved by a majority vote of the Trustees in office at the time the action is taken. The results of said audit shall be presented to the Board of Trustees by the Treasurer within one hundred eighty (180) days after the close of MSM's fiscal year. The Board shall present, if ready, the audited financial statement to the membership at the Annual meeting.

Section 10.3. Fiscal Year. The fiscal year of MSM shall be the calendar year.

Section 10.4. Checks, Notes, and Contracts. The Board shall authorize, from time to time, appropriate Trustees, Officers and/or authorized persons/agents 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 President of MSM or the Treasurer or any person authorized by the Board can sign a check for a maximum amount of two thousand dollars (\$2,000) and any two (2) of them together must sign a check for amounts over two thousand dollars (\$2,000). Capital Expenses that are not in the budget shall

require the approval of the Board. The Treasurer shall submit a written financial and accounting statement to the Board on a quarterly and yearly basis listing all checks issued during such periods.

Section 10.5. Books and Records. All documents (books and records) of MSM shall be kept at its principal office designated by the Board. These documents will include: (1) correct and complete books and records of financial accounts, (2) minutes of the proceedings of the meetings of the Board, the Executive Council and any other committees established or appointed by MSM, (3) an updated record of the names and addresses of the Voting and General members, and (4) any other document as decided by the Board.

Section 10.6. Inspection of Bylaws. MSM shall keep in its principal office for the transaction of business the original or a copy of these bylaws as amended or otherwise altered to date, which shall be open to inspection by any member of the Board of Trustees at all reasonable times during office hours.

Section 10.7. Loans to Trustees and Officers. No loans shall be made by MSM to its Trustees (Regular or Officer).

Section 10.8. Use of Terms. As used herein, words in any gender shall be deemed to include the other genders and the singular shall be deemed to include the plural, and vice versa.

Section 10.9. Severability. If any provision of these bylaws shall be held invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions of these bylaws shall not be impaired thereby.

Section 10.10. Indemnification. To the extent permitted by the Tennessee Nonprofit Corporation Act, MSM 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 willful misconduct on the part of any Trustee, Officer or employee. MSM may 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 MSM shall be in addition to, and not in restriction or limitation of, any other privilege or powers, MSM may lawfully exercise with respect to indemnification or reimbursement of Trustees, Officers or employees. In no case, however, shall MSM indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (“the Code”).

Section 10.11. Imam. The Board of Trustees shall hire an Imam for MSM to oversee the religious activities of MSM and shall determine the terms of his employment. The Board shall set out in writing the specific duties and responsibilities of the Imam. In addition:

- (1) The Imam shall be entitled to exercise such authority as is delegated by the Board from time to time.

- (2) The Imam shall report to the Board on the status of the religious affairs of MSM at any time as the Board may request.
- (3) The Imam shall act as advisor to the Board to assure that the Shari'ah compliant decisions are made to the best of the Trustees' abilities.
- (4) The Imam shall be available for consultation with the Trustees during any meeting of the Board.
- (5) The Imam shall not have any voting right.
- (6) Additional functions and responsibilities may be assigned at the discretion of the Board.
- (7) The Board may delegate assignment, supervision and monitoring of the Imam's daily functions and responsibilities to the President of MSM.
- (8) The Board, in its sole discretion, may remove the Imam by at least two-thirds (2/3) vote of the Trustees in office at the time the action is taken.

Section 10.12. Disciplinary Action. All members (general and voting) and visitors shall have the obligation to abide by the rules and policies set by the Board and observe the appropriate Islamic behavior in keeping with the dignity and sanctity of the mosque and its precincts. The following actions by any person shall be subject to disciplinary action.

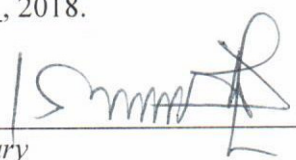
- (1) Disruptive behavior in any meeting, gathering or activities of MSM.
- (2) Working against the purposes of MSM.

The Board or any person or committee authorized by the Board shall have the authority to impose disciplinary actions against any person. The disciplinary actions may include but not limited to: removal from a meeting or gathering; reprimand; barring from attending MSM activities; and suspension or termination of membership. In case of suspension or termination of membership, at least three-fourths (3/4) (rounded to the next higher number) affirmative vote of the Trustees in office at the time the action is take shall be required. Such suspension or termination may occur only if the member involved is first provided with not less than fifteen (15) days prior written 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 or e-mail to the last known address of such member and an opportunity to respond, orally or in writing, not less than five (5) days before the effective date of suspension or termination. The member involved shall have the right to respond to these charges. Each member of the Board shall review any response independently. The Board then shall act with the objective of advancing the best interests of MSM.

ARTICLE XI AMENDMENTS

These bylaws may be amended, repealed, or altered, in whole or in part, and additional bylaws may be adopted, upon the affirmative vote of at least three-fourths (3/4) of the Trustees in office at the time the amendment is adopted. MSM shall provide at least seven (7) days prior written notice to each Trustee of any meeting of Trustees at which an amendment is to be approved that the matter will be voted upon at a Trustees' meeting, unless notice is duly waived. The notice must also state that the purpose, or one (1) of the purposes, of the meeting is to consider a proposed amendment to the bylaws and must contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

IN WITNESS WHEREOF, I hereby certify that these bylaws were duly adopted by the Board of Trustees for MSM on August 13, 2018.



Secretary