

In the Name of Allah Most Gracious and Most Merciful

BYLAWS OF ZAINABIA NONPROFIT, INC.

ARTICLE I

SECTION ONE DECLARATION

- A. The name of this non-profit organization will be ZAINABIA NON-PROFIT, INC., now and hereinafter referred to as the "Corporation", and its headquarters will be located in the State of Georgia.
- B. This non-profit corporation is organized exclusively for charitable, religious, educational, and scientific purposes as set forth in the State of Georgia and under 501(c) (3) of the Internal Revenue Code, i.e. Article XIV of these Bylaws.

SECTION TWO DEFINITIONS

For the purposes of these bylaws, the following definitions shall apply:

Conflicts of Interest: Conflicts of interest arise when a person involved in making a decision for the Corporation has a real or perceived personal interest in the outcome. The personal interest may involve decisions regarding a family member's actions or be economic, that is, it may result in a financial benefit to the person or to a family member (immediate blood relatives and spouse), or the personal interest may be sentimental or professional. All Board of Trustee and Board of Director members shall disclose any conflicts of interest that may arise and also refrain from any decision making in a particular matter involving said conflict of interest. Any executive committee member can identify a perceived conflict of interest not previously declared by anyone else in the Committee. If the remaining executive board members are in agreement, the member deemed in conflict will be recused from that matter

For the definitions of the following terms, please see referenced Articles and Sections of these Bylaws.

| | |
|----------------------------|----------------------------|
| Corporation | Article I, Section One (a) |
| Membership | Article VI. |
| General Body | Article VI |
| Board of Trustees | Article VII, Section One |
| Board of Directors | Article VII, Section Two |
| Executive Committee | Article VII |

SECTION THREE PURPOSES

The functions and purposes of the Corporation shall include but are not limited to the following:

- A. To assist Muslims in the United States of America, in particular, and in the world, in general, and to carry out Islamic activities according to the teachings of the Holy Quran, Prophet Mohammad (PBUH) and his Ahl-ul-Bait (A.S.)
- B. To practice and encourage other Muslims to carry on religious, social, civic, and Islamic educational activities for individuals of all ages, such as marriage ceremonies, funeral arrangements and to facilitate communication.
- C. To pursue the religious, educational, and cultural activities according to the Jafari school of thought.
- D. To communicate and form an Islamic bond between Muslims from local chapters and to carry out educational and Islamic activities in order to create unity in the Muslim *Ummah*.
- E. To perform charitable works for needy families in and outside the USA and to promote goodwill and understanding with members of other faiths.
- F. To provide financial assistance to scholars of the Jafari school of thought for the purpose of encouraging the translation and compilation into English of publications relevant to the needs of the members of the Jafari school of thought.
- G. To accept dues, donations, gifts, legacies, and bequests for use in promoting the objectives and activities of the organization.
- H. The policies and administration of the Corporation will be directed and implemented by the Board of Trustees of the Corporation. The activities of the organization shall conform to the laws of the United States of America.

ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be Zainabia Non-Profit Inc., currently located at 1100 Hope Road, Sandy Springs, Georgia 30350, or as otherwise determined by the Board of Trustee.

ARTICLE III STATEMENT OF BELIEFS

No activities of the Organization shall be contrary to the teachings of the Jafari *Fiqh*, i.e., the Shia *Ithna Ashari* school of thought. All activities of this organization shall be conducted according to the beliefs of the Jafari *Fiqh* as stated in the article below:

A. FUNDAMENTAL PRINCIPLES OF RELIGION (*Usool-e-Deen*)

1. *Tawheed* Unity of God
2. *Adl* Justice of God
3. *Nabuwwat* Prophethood
4. *Imamat* The institution of the twelve Imams, the successors of the Holy Prophet Mohammed (PBUH)
5. *Qiyamat* The Day of Judgment

B. DOCTRINES OF THE RELIGION (*Furoo-e-deen*)

1. *Namaz* Prayer
2. *Roza* Fasting
3. *Zakaat* Monetary donation for religious purposes according to prescribed rules.
4. *Khums* One fifth levy of annual savings.
5. *Hajj* Pilgrimage to Mecca
6. *Jehad* The spiritual struggle within oneself (The Arabic word for war is: "al-harb". In a religious sense, as described by the Quran and teachings of the Prophet Muhammad (S), "jihad" can refer to internal as well as external efforts to be a good Muslims or believer, as well as working to inform people about the faith of Islam).
7. *Amr-bil-Marooif* To enjoin virtue.
8. *Nahi-anil-Munkar* To forbid vice and violence.
9. *Tawallah* To associate with the Prophet Mohammad (S.A.) and the *Ahlul-Bait*.
10. *Tabarrah* To disassociate and keep aloof from the ways of those who oppose the Prophet Mohammad (S.A) and the Twelve Imams.

ARTICLE IV PROCLAMATION

The members of the Corporation recognize that all meetings and business will be based on the articles of faith enumerated in Article III. The members will recognize that the Prophet of Islam has left, according to the Jafari school of thought, two valuable things for guidance in this world, namely:

- A. The Quran, the word of God as revealed to the Prophet Mohammed (S)
- B. The *Ahl-ul-Bait*; (A.S.), the direct family descendants of the Holy Prophet Mohammed (S)

Based on this concept, this Jafari Muslim community believes in equality and brotherhood of all human beings, the cardinal principle of Islam. It is a philosophy, which shows the correct position of man in the Universe to enable him to live successfully in this world.

or maintenance fund. The Boards may also prescribe charges or fees for special purposes, events, or activities such as dinners, lectures, classes, etc., as it sees fit.

- C. **Members** include any individual, student or family membership designees who are current on annual dues to Corporation. A Member must be current on annual dues to the Corporation for at least ninety (90) days before an election and/or General Body meeting in order to be eligible to vote.
- D. **General Body** will consist of Members of the Corporation only.
- E. Any donations, in all shapes and forms, are always welcome and are tax deductible.
- F. An individual (or single) membership shall have one vote. A family membership shall have a maximum of two votes. Members who have the right to vote as described in this section shall constitute the General Body of voting members for voting, elections, quorum, etc.
- G. Any member may resign by sending a written resignation to the President of the Board of Directors or the Chairman of the Board of Trustees of the Corporation.
- H. Membership dues are nonrefundable.

ARTICLE VII MANAGEMENT OF CORPORATION

There shall be one administrative body designated as the Executive Committee, consisting of the Board of Trustees and the Board of Directors. The Board of Trustees shall consist of five (5) members. The Board of Directors may consist of up to five (5) members.

As used herein, '**Majority**' shall mean more than half of the named group and '**Unanimous**' shall mean 100% of the named group.

SECTION ONE BOARD OF TRUSTEES

Each Trustee shall have a lifetime appointment. Each member of the Board of Trustees shall serve his tenure so long as he/she is not in violation of any of the provisions of these bylaws or of any of the principles of the Islamic faith, or is unable to continue his/her duties due to illness or permanent absence. If a Trustee is determined to be in violation of any provisions above, such violation shall be determined by the unanimous decision of the other Trustees then serving, and he/she shall immediately be removed as a Trustee. Any vacancy occurring as a result of any cause (resignation or other) may be filled by a Majority vote of the remaining Trustees from eligible community members proposed by the General Body.

All decisions by the Board of Trustees will be made with a Majority vote.

A. **Qualifications of Trustees:**

1. Should be an active member for 5 years and financially stable.
2. Should be a resident of Georgia and a permanent resident or citizen of the U.S.
3. Should promote the Corporation, abide by the Corporation Bylaws, and be a devotee of *Ahl-ul-Bait* (A.S.).

4. Should have never been convicted of a civil or criminal offense, excluding traffic violations.
5. Should not be an office bearer of a local/national religious organization involved in activities similar to those conducted at the Corporation.
6. Should not have any conflict of interest with the Corporation.
7. Should be respectful and not engage in discordant conduct.

B. Responsibilities of Trustees:

1. Hold in trust the title to the Corporation's real estate and other assets.
2. Determine and approve the objectives or strategies of the Corporation and ensure that these objectives are fulfilled.
3. Approve or disapprove any financial transactions relating to Corporation's real estate and other assets. This includes leases, mortgages, acquisitions, and dispositions.
4. Approve or disapprove the Corporation's financial commitments. Those include borrowing (through bonds, indentures, loans, etc.) in accordance with the Islamic laws, lending and investing (through purchase of bonds, stocks, shares, partnerships, etc.) in accordance with the Islamic laws for and on behalf of the Corporation.
5. Hold elections of the Board of Directors of the Corporation.
6. The Trustees shall meet at least once every three months.
7. Intervene in case of an emergency, (as determined by the Board of Trustees), and suspend some or all activities and financial transactions of the Corporation which in their opinion are against the principles, objectives and policies of the Corporation, and conduct and permit those activities and transactions which in their judgments are needed for the day to day operation of the Corporation.
8. The Board of Trustees may suspend one member or the entire Board of Directors, with a **unanimous vote**, if in their judgment the Board is functioning contrary to the interests, goals, and objectives of the Corporation. If an action is taken as described in this subsection, a special meeting of the Members of the General Body in good standing shall be called within 30 days of such action, with at least 15 day notice of such a meeting to elect a new Board of Directors.
9. All Zainabia Communication channels (website, email, and other social media) will be the property of and owned by the Corporation. The Board of Trustees may appoint a communications administrator to manage the communication channels on the Corporation's behalf.
10. The Board of Trustees shall be the final arbitrator of all disputes in the Organization. All decisions and actions taken by the Board of Trustees shall be final and binding.

C. Management of the Board of Trustees:

1. The Board of Trustees must select a chairman for the Board of Trustees by Majority vote. The chairman shall serve a two (2) year term.
2. The Chairman shall appoint a Chairman Pro Tempore. If the Chairman is unavailable for a specified period of time (30 days or more for sickness, travel, etc.), the Chairman Pro Tempore shall be responsible for the chairman duties in his/her absence.

SECTION TWO BOARD OF DIRECTORS

Each Director shall serve for 2 years as long as he/she is not in violation of any of the provisions of these Bylaws or the principles of the Islamic faith according to the Jafari school of thought.

A. Qualifications of Directors:

1. Should be an active member in good standing for at least 2 years and financially stable.
2. Should be a resident of the state of Georgia and a permanent resident or citizen of the U.S.A.
3. Should promote the Corporation, abide by the Corporation Bylaws, and be a devotee of *Ahl-ul-Bait* (A.S.).
4. Should have never been convicted of a civil or criminal offense, excluding traffic violations.
5. Should not be an office bearer of a local/national religious organization involved in activities similar to those conducted at Corporation.
6. Should not have any conflict of interest with the Corporation.
7. Should be respectful and not engage in discordant conduct.

The Board of Directors may consist of up to 5 members greater than 21 years of age; 2 Directors elected from the General membership (President, Vice President). The elected Directors will then select a Treasurer and two Member Representatives, all of whom will also serve two year terms. The 5-member Board of Directors shall include at least two members of each gender. Any vacancy occurring as a result of any cause (resignation or other) may be filled by a majority vote of the General Body.

In the absence of an elected Board of Directors, a temporary Board can be appointed by a majority vote of the Board of Trustee to serve until such time as the Board is elected.

B. Responsibilities of Directors:

1. Plan and implement activities consistent with the objectives and policies of the Corporation; such as Moharram program, Ramadan program, Thursday night programs, Friday prayers, and other religious, educational, and social activities that may be beneficial for the progress of Corporation and its membership at large.

2. Maintain and operate the facilities of the Corporation and establish rules and regulations for their use.
3. Actively participate with the Board of Trustees in financial transactions for the improvement of the Corporation; such as lease, mortgage, acquisition, or fund raising activities.
4. Act on all matters relating to membership, i.e. approval or disapproval of applications, etc.
5. Execute decisions for holding and conducting all meetings, except the meeting of the Board of Trustees.
6. The Board of Directors shall meet as needed at the Board's discretion.
7. A quorum for the meeting of the Board of Directors shall consist of at least 3 members to include either the President or the vice President and all decisions will be made by the consent of a majority of those present. In case of a tie vote, the President will make the decision.

SECTION THREE DUTIES OF THE BOARD OF DIRECTORS

- A. **President:** The President of the Board of Directors will be Chairman of the Board and an ex-officio member of all committees. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization. Additionally, he/she will also be responsible for carrying out all decisions of the Board and will serve as liaison to the Board of Trustees. The President shall convene regularly scheduled Board of Director meetings and must be present for all meetings, or arrange for the vice President to preside over any meeting he/she cannot attend. The President shall appoint all committees. The President has authority to select and remove committee members as needed.
- B. **Vice President:** In the absence of the President, the vice president shall discharge the duties of the President. In all affairs of the Corporation the vice President shall directly assist and support the President in carrying out the President's requested duties. The Vice President shall take down and maintain the meeting minutes.
- C. **Treasurer:** The Treasurer will be responsible for maintenance of operating accounts of the Corporation and will submit the accounts to the Executive Committee of the Corporation on a monthly basis. The Treasurer shall serve under the direction of the President.
 1. The Treasurer is authorized to maintain a petty cash account of no more than \$1,000. Over and above this amount, payments will be made by a check duly signed by any two authorized officers.
 2. All financial transactions and commitments of above \$5,000 must have the approval of the Majority of the Executive committee and only then, will such payment be made by a check duly signed by the President and Treasurer.
 3. The Treasurer shall present a balance sheet to the General Body every six (6) months.

- D. **Ladies Representatives:** At least one of the Member Representative shall act as a liaison between the female community members and Executive Committee.

SECTION FOUR CORPORATION COMMITTEES

The Board of Directors may appoint standing committees or interim sub-committees at its discretion according to the needs of the Corporation, such as but not limited to, a Fund Raising Committee, Programming Committee, Burial Committee, Community Outreach Committee, Zainabia Sunday School Committee, Zainabia Communications Committee, etc. All committees shall provide quarterly reports to the Executive Committee.

SECTION FIVE EXECUTIVE COMMITTEE MEETINGS

The Executive Committee of Trustees and Directors shall make every effort to perform their respective duties and exercise their powers in complete harmony. Each shall nominate one of its members to attend the meetings of the other body as a non-voting participant.

The Executive Committee (both Trustees and Directors) will be chaired by the Chairman of the Board of Trustees and shall meet at least once every three months.

Any issues or conflict arising among the Board of Director members must be presented to the Board of Trustees.

ARTICLE VIII ELECTION PROCEDURES

- A. Nominations for President and Vice President will be accepted up to forty five (45) days prior to the election date. All nominations should be addressed to the Chairman of the Board of Trustees.
- B. Current Presidents and Vice Presidents are eligible to be re-nominated for one additional consecutive term.
- C. Elections will be conducted by the Board of Trustees every two (2) years.
- D. Voting shall be conducted on a panel basis. The President and the Vice President (the only two positions up for general election) shall form a panel and voted upon as a single ticket. A person can appear (included) in more than one panel.
- E. The proceedings of the election shall be presided over by the Chairman of the Board of Trustees. The Treasurer will determine voter eligibility. Family memberships shall have two votes (family for the purpose of the election is defined as husband and wife only). Voting can be performed either in person or by personal email. Proxy voting is not permitted.

ARTICLE IX REMOVAL OF OFFICE BEARER OF EXECUTIVE COMMITTEE

- A. **Removal from Office Due to Absenteeism:** If a Director is absent from three consecutive regularly scheduled meetings of the Board of Directors without pre-notification, or if the Director is absent from four such meetings cumulatively during a 12-month period regardless of such notification, that Director will be considered resigned from office. Steps may then be

taken to fill the vacancy left by that Director in accordance with previously stated election procedures.

- B. Removal from Office Due to Violation/Misconduct:** Any member of the Board of Directors who is not performing his/her duties, or is in violation of Corporation bylaws or any other misconduct that is offensive and/or harmful to the Corporation members (at large), such violation and/or misconduct may be presented to the Board in writing and duly investigated/debated by both Boards. The office bearer in question can be/will be removed from office duties by a special meeting of the Executive Committee by unanimous vote of non-conflicted members.

ARTICLE X

SECTION ONE ANNUAL GENERAL BODY MEETING

The General Body Meeting of Corporation will be held every year. The time, date, and place of all General Body meetings shall be fixed by resolution of the Executive Committee and a minimum of 30 day notice will be given to the General Body. During the Annual General Body meeting the following items of business shall be transacted:

- A. Minutes of the last General Body Meeting.
- B. Annual Report of the President and vice-President describing achievements, current status, and future plans.
- C. The Treasurer's Report; including a balance sheet and general status of income and expenditure (an auditor's report may be included).
- D. Reports of any other committees.
- E. Elections to any vacant Director positions.
- F. Discussion of any other matter referred to the meeting by the Board of Trustees, Directors, or brought forward by any member of the General Body of the Corporation.

SECTION TWO SPECIAL GENERAL BODY MEETING

A Special General Body Meeting of the members of the Corporation may be held within thirty (30) days, at any time upon the call of the Board of Trustees or Directors or upon the written request of at least two-thirds (2/3) of the members and addressed to the Board of Trustees. Notice of such a meeting will be given to the members, as provided for the annual meeting, and such a notice shall specify the nature of business to be transacted.

SECTION THREE QUORUM

Quorum – At all General Body meetings of the Corporation, 51% of the Members eligible to vote shall constitute a quorum provided that 3 Trustees and 3 Directors are also present. If at any such meeting there is a failure to achieve a quorum, the members present shall determine the time and place of a rescheduled meeting and the President shall be directed to notify the members of such a meeting and its purpose. At any rescheduled meeting, the members who are actually present, regardless of the number, shall constitute a quorum. This section on the quorum will not apply to meetings considering alteration or amendments to the Bylaws. Special provision is made for such meetings in the next Article.

ARTICLE XI AMENDMENTS OR ALTERATIONS TO THE BYLAWS

- A. Proposed Amendments to the Bylaws should be submitted to the Chairman of the Board of Trustees at least forty five (45) days prior to the General Body Meeting.
- B. The Executive Committee of the Corporation will discuss the amendments and vote before it is presented to and voted by the General Body. Any decision for the amendment or alteration to the Bylaws must be passed by two-thirds majority of the Executive Committee. In case the amendment or alteration fails to achieve the two-thirds (2/3) majority, the amendment or alteration will be presented to the General Body for voting.
- C. Must have a two-thirds majority of the voting members at the meeting, considering the changes in the Bylaws.
- D. Notice of such a meeting will be communicated by the President to all voting members at least forty five (45) days prior to the scheduled meeting.

ARTICLE XII FINANCES

The Board of Trustees will determine in consultation with the Treasurer:

- A. The bank for the deposits/withdrawals of funds of the Corporation.
- B. Accounts:
 1. **Operating Fund Account:** to be operated by the President or the Treasurer. Membership dues and any miscellaneous receipts will be deposited to this account and withdrawals made as necessary. A petty cash account of up to \$1000 may be maintained by the Treasurer.
 2. **Reserve Fund Account:** to be operated by any two Trustees nominated by the Board of Trustees.
- C. At the end of the fiscal quarter of the year, any amount over \$10,000 in the Operating Fund Account will be transferred to the Reserve Fund Account.
- D. The fiscal year of the Corporation will be from January 1 to December 31.
- E. The Board of Trustees will appoint internal/external auditors to audit the books of the Corporation.

ARTICLE XIII INDEMNIFICATION

Each person who is a Trustee/Director of the Corporation shall be indemnified by the Corporation and entitled to the advancement of expenses of litigation to the fullest extent permitted under the Georgia Non-Profit Corporation Code, against those expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation, under the Georgia Non-Profit Corporation Code, which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative, or investigative in which such person may be involved by reason of his/her being or having been a Trustee/Director of this Corporation. Such indemnification shall be made only in accordance with the Georgia Non-Profit Corporation Code and subject to the conditions thereof. As a condition precedent to any such right of indemnification, the Corporation may require that it be permitted to participate in and direct the defense of any such action or proceedings through legal counsel designated by the Corporation and at the expense of the Corporation. The Corporation may purchase and maintain such insurance on such Trustees/Directors as a majority of the Trustees/Directors shall determine.

ARTICLE XIV NONPROFIT CORPORATE STATUS

The Corporation is organized exclusively for charitable, religious, and educational purposes. Such purposes include making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members (if any), Trustees, Officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation; and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document; the organization shall not carry on any other activities not permitted to be carried on:

- a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of and future tax code, or
- b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

APPENDIX I

Aug 14, 2016

This document is revised and signed as of ~~May 21, 2016~~ by the current serving Board of Trustees. This document has been completed upon consultation, guidance, and direction of our Resident Alim, Sayed Nafees Taqvi,

Signature *[Signature]*
Dr. Haider Shirazi

Date: *8/14/2016*

Signature *[Signature]*
Dr. Akbar Zaidi

Date: *8/14/2016*

Signature *[Signature]*
Dr. Riaz Khan

Date: *8/14/2016*

Signature *[Signature]*
Toqeer Chouhan

Date: *8/14/2016*

Signature *[Signature]*
Hasan Zaidi

Date: *8/14/2016*

This document is solely the property of Zainabia Nonprofit, Inc., any reproduction, use, or dissemination without the express permission of the Corporation shall be unauthorized.