

Article 1: Name and Registered Office

Section 1:

The Shia Muslim Jamat of New England shall be known as
Imamia Muslim Foundation, INC.

Hereinafter referred to as the Foundation

Section 2:

The registered office of the foundation or its secretariat to contact the foundation's business shall be located at P.O. Box 824, Westboro, Massachusetts, 01581

Article 2: Aims and Objectives

Section 1:

The aims and objectives of the foundation shall be to uphold the Muslim Shia Faith and explore all possible avenues for the dissemination and propagation of the faith to all persons in the USA and throughout the world and in particular to further:

- a. education to assist monetarily and otherwise the shia muslims, around the world, in acquiring their religious, academic, and professional education
- b. publication of Islamic literature to generate and encourage promotion of Islamic teachings, traditions, and philosophy,. Additionally, to protect and further the religious, educational, literary, moral, and social interest of the community
- c. promotion of spirit of islam to help organize lectures, seminars, religious meetings, and other activities for promotion of Islamic spirit
- d. social and other welfare activities to organize get togethers, and other functions. Additionally, to assist needy and disables persons or families of Shia Muslims when necessary and in all possible manner
- e. to work for the general uplift of the community in all walks of life
- f. to endeavor to bring to bear shia muslim fundamentals and code upon the day to day life of the community.
- g. To create, cultivate, and maintain goodwill amongst all its members and to settle any differences of disputes of any nature whatsoever between two or more members
- h. To accept management of any trust fund or endowment in which the foundation is interested
- i. To receive monies, securities, instruments, and any other movable property for and on the behalf of the foundation
- j. To acquire, hold, develop, or dispose of properties of all kinds, whether movable or immovable and to derive capital or income there from, for all or any of the following objectives
- k. To raise or borrow money for all or any of the foregoing objectives in such a manner and upon such security as may from time to time be determines by the foundation
- l. To invest and deal with monies of the foundation not immediately required in such a manner as any form time to time be determines by the foundation

- m. To operate exclusively as a charitable religious organization to administer and employ its property, assets, rights and privileges on a nonprofit basis for the aims and objectives of the foundation.
- n. To assist , monetarily or otherwise, other shia muslim organization, associations, foundations, and trusts in achieving their objectives as may from time to time be determined by the foundation
- o. To do all such other things as are incidental or conducive to the attainment of the foregoing objectives or any of them

Section 2:

The foundation is a charitable, nonprofit organization and its activities shall be carries on without purpose or gain for its members and all profits or other accretions of the foundation shall be used in promoting its aims and objectives

Article 3: Common Seal

Section 1:

The common seal of the foundation shall be in such a form as prescribes by the executive committee and shall have the words “Imamia Muslim Foundation, Inc.”

Article 4: Membership

Section 1:

Any person of the Shia Muslim Faith committed to the program and policies of the foundation may become a member.

Section 2:

Election of Members. A person may be elected a member upon being proposed for membership by a member by written or oral request to the president or secretary and favorable passed upon by the committee on admissions, upon receiving a majority vote of the committee members present at such meeting and approval by the board of directors.

Section 3:

Any person of non-shia faith may at the discretion of the executive committee, be permitted to become an honorary member of the foundation

Section 4:

Any honorary member shall not serve on the executive committee or vote at any meeting of the foundation

Article 5: Annual subscription and Dues

Section 1:

The annual membership subscription shall be such a sum as the foundation may in general meeting from time to time determine. The initiation fees and other dues may also be prescribed and general meeting.

Section 2:

Any member who falls in arrears for four months shall ipso facto cease to be in good standing and lose all the privileges of membership. Upon payment of all arrears, such member may revert to the good standing status.

Section 3:

A member who has resigned and wishes to renew his membership shall be required to pay up all arrears of dues, if applicable, that he was liable to pay on the day of his written resignation. Further, approval will be required as stated in section 2 of membership.

Section 4:

The executive committee may be at its own discretion waive payment of any portion of the arrears dues for an member who, having ceased to be in good standing with waiver of arrears of dues.

Section 5:

A member who pledges to pay a certain minimum amount to the foundation for a consecutive period of 36 months shall automatically become a life member after completing the payment of the amount pledged.

Article 6: Directors

Section 1:

Number- The property, affairs, activities and concerns of the foundation shall be vested in a board of directors, consisting of seven persons as mention ion the Certificate of Incorporation of the foundation recorded in the office of county clerk. The members of the board shall immediately enter upon performance of their duties.

Section 2:

Duties of Directors- The Boards of Directors may:

- a. devise and carry into execution such measures as they deem proper and expedient to promote the objects of the foundation and to best protect the interests and welfare of the foundation.
- b. Admit members and suspend or expel them by majority vote
- c. Hold meetings at such times and places as they think proper
- d. Approve the long term and short term plans and budgets prepared by the executive committee
- e. Give final decision in matters of disputes, interpretations of objectives, an other conflicting situations concerning the matters relating to the interests of the foundation and its members. The decision of the Board of Directors, in such matters, shall be binding upon all members of the foundation.

Section 3:

Meeting of Board- Regular meeting of the board of directors shall be held immediately succeeding the annual election of the executive committee and approximately six months after he annual meeting to discuss plans and performance of

the foundation. Special meetings of the Board of Directors may be called by the Chairman of the Board or by any two members of the board of Directors upon giving a written or oral notice to all the members of the Board of Directors. At least five days notice shall be required for such special meetings.

Section 4:

Quorum- Four members of the Board of Directors shall constitute a quorum of the transaction of business. In the absence of the Chairman and Vice Chairman the quorum present may choose a Chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten days later.

Section 5:

Vacancies- whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot of the remaining members of the board at a regular or a special meeting which shall be called for that purpose. The election shall be held within sixty days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting.

Section 6:

Removal of Directors- Any one or more directors may be removed for all or any of the following reasons, at any time, by a vote of at least two-thirds of the members present at a regular or a special meeting of the Board of Directors called for that purpose:

- a. Commits a breach of the constitution or by-laws of the foundation
- b. Acts in a manner prejudicial to the interest of the foundation or Shia Muslim Faith
- c. Purports to act or do anything in the name of or on behalf of the foundation without the permission of the Board of Directors.
- d. Aids, abets, or instigate any person to contravene any provision of the constitution and by-laws.

Section 7:

Membership to the Executive Committee- Any member of the Board of Directors may consecutively become a member of the Executive Committee or any other committee of the foundation upon due election or selection.

Section 8: Chairman and Vice Chairman

- a. Each member of the Board of Directors shall become Chairman of the Board for a period of one year on rotating basis. And out of the remaining six members of the Board shall become Vice-Chairman on the same basis.
- b. In the absence of the Chairman, the Vice- Chairman shall be the acting Chairman of the Board.
- c. The Chairman shall preside at the meetings of the Board of Directors
- d. The Chairman shall act as a liaison between the Board of Directors and the Executive Committee or any other committee or members of the foundation.

Article 7: The Executive Committee

Section 1:

The affairs of the foundation shall be managed by a committee of twelve officers, each of whom shall, as a condition of election and thereafter retention of office, be and remain a member in good standing of the foundation and will not intentionally and openly violate Shariat in day to day life. Each officer shall be elected in accordance with Article 8 to hold office until the first annual general meeting after he shall have been duly elected. The whole committee shall be retired at each annual general meeting, but shall be eligible for re-election if qualified. The election of officers will be by a ballot.

Section 2:

The members of the foundation may, by resolution passed, by at least two-thirds may be of the votes cast at a membership meeting of which notice specifying the intention to pass such resolution has been given, remove any officer before the expiry of his term in office, and may by a majority of votes cast that meeting, elect any member in good standing in his stand for the remainder of his term.

Section 3:

The vacancies on the Executive Committee, however caused, may, so long as a quorum of officers remain in office, filled by the said officers from among the members in good standing of the foundation, if they shall see it fit in the interest of overall efficiency ; otherwise such vacancies shall be filled at the officers for the ensuing year elected. However, if the quorum of officer is not presently remaining, the remaining officers shall forthwith call a meeting of the members to fill in the vacancy.

Section 4:

Seven officers shall form a quorum for the transaction of business. The Executive Committee may hold its meetings at such time and place as it may form time to time determine. No written notice of any such meeting shall be necessary if all the officers are verbally notified. Meetings of the Executive Committee may be formally called by the president, or in his absence, the vice- president, or by the secretary on the direction in writing by two officers not less than 24 hours before the meeting is to take place. The statutory declaration of the Secretary of the president that the notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Executive may appoint a day or days in any month at a place or places for a regular meetings at an hour to be named an of such regular meetings, no notice need be given. A meeting of the Executive Committee may also be held, without notice, immediately following any membership meeting of the foundation. The officers may consider or transact any business either special or general at any meeting of the Executive Committee.

Section 5:

No error or omission in giving such notice for a meeting of the Executive Committee shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting provided the quorum is complete.

Section 6:

Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. Only in the case of a tie, the Chairman, shall have a casting vote. All votes at any such meeting shall be by a show of hands unless a ballot is demanded by any officer present. In the absence of the President, his duties may be performed by the Vice President or, in his absence, such other officer as the committee may from time to time appoint for the purpose.

Section 7:

The Executive Committee shall appoint such subcommittees and their members thereof and with such terms of reference as may deem appropriate for the purpose of executing, administering, adjudicating, or arbitrating within membership, special projects, rules and regulations, disputes, and contracts. Only in case of adjudication or arbitration, either Executive Committee will act as adjudicator or arbitrator with the consent of the parties involved.

Article 8: Officers of the Executive Committee

Section 1:

The members of the Executive Committee or the officer of the foundation shall include the following:

- a. The president, when present, shall be the chairman of any general or Executive Committee meetings. In his absence, the vice- president shall be the chairman, and in the absence of both, a chairman shall be elected from amongst the members present at the meeting.
- b. It shall be the duty of the chairman to maintain order at the meeting, to ensure that the proceedings are conducted regularly and that the sense of the meeting is properly achieved.
- c. If the conduct of any member is such as such as is likely to cause a breach of discipline he shall be called to order by the Chairman. The Chairman shall have the power to expel an offending member after due warning and to close or adjourn the meeting in case of disorder, if in the opinion of the Chairman such course is necessary or expedient.
- d. The ruling of the Chairman as to whether a notice of motion given at or before the meeting is in order, or as to any point of order raised at the meeting, or as to the right of any member to address the meeting for the purpose of making a personal explanation, shall be final, and shall not be open for discussion.
- e. Any questions of order or procedure not provided for in these rules shall be decided by the Executive Committee and approved by the Board of Directors, whose decision in the manner of any disputed point of interpretation of these rules, shall be final and binding.
- f. The president shall be responsible for day to day management and supervision of the foundation. During his absence or physical inability (the president), his duties and powers may be exercised by the vice-president, or in his absence, such other officers the Executive committee may from time to time appoint for that purpose.

Section 4: General Secretary and Joint Secretary

a. the General Secretary shall:

1. be in charge of the secretariat and the foundation's staff
2. as soon as possible after receipt thereof, acknowledge all correspondence and place the same before the executive committee may form time to time appoint for that purpose.
3. deal with routine matter, provided that all such matters shall be placed before the Executive Committee at the next schedules meeting
4. be responsible for giving the notice to members
5. prepare the agenda in consultation with the President and circulate the same
6. record and maintain full and proper minutes
7. maintain the register of members and all other records
8. have custody of the seal

b. the Joint Secretary shall:

1. assist the general secretary in day to day work in every respect.
2. assume all the responsibilities of the general secretary in his absence

Section 5: Treasurer and Joint Treasurer

a. the Treasurer Shall:

1. keep account of the income and expenditure of the foundation and the matter in respect of which such income and expenditure takes place and of the properties, assets, and liabilities of the foundation.
2. receive and pay all monies, checks, bills of exchange, and funds of and due to the foundation in any bank or banks approved by the Executive Committee
3. operate jointly with President, Vice- President, and General Secretary, a bank account or accounts
4. keep in petty cash not more than five hundred dollars (\$500.00) at any one time. The exact amount of petty cash shall be decided by the Executive Committee from time to time
5. make payments on accounts, bills, or vouchers etc. on time
6. Submit the accounts for the inspection of the executive and auditors, as and when required.
7. In case of urgency, have the power with the approval of the president to incur expenses not exceeding five hundred dollars (\$500.00) without the previous sanction of the executive committee, however shall obtain the sanction of the Executive committee at it's next meeting.

b. The Joint Treasurer Shall:

1. assist the treasurer in day to day work in every respect
2. assume all responsibilities in his absence

Section 6: The Executive Members

The duties of all other officers and executive members of the association shall be such as the terms of their engagement call for the executive committee requires of them.

Article 9: Tenure of the Office

Section 1:

A member shall vacate his seat:

- a. if he submits his resignation in writing to the executive committee
- b. if he is certified or otherwise adjudged to be of unsound mind or insane
- c. if he is convicted of an offense involving moral turpitude or dishonesty
- d. if he, without sufficient cause, fails to attend three consecutive meetings of the executive committee, unless he has obtained prior concurrence of the committee to abstain himself.
- e. if he violates the provisions of the section 1 article 7

Article 10: Functions and Duties of the Executive Committee

Section 1:

The function and duties of the executive committee shall be:

- a. to give effect to and carry out the objectives of the foundation as approved by the Board of Directors.
- b. To prepare and submit Annual General Report, Budget, balance sheet, and accounts at Annual General Meeting
- c. To prescribe, publish, and/or distribute any forms, registers or nay other matters required to be done under the constitution and by-laws
- d. To protect and safeguard the traditions of Jafri Muslim Faith and the community
- e. To arrange for the insurance of all assets of the foundation against financial risks of all kinds
- f. To refute any misunderstanding and incorrect propaganda against the Jafri Muslim Faith and their religion by all possible lawful means
- g. To defend the belief and lawful activities of the members of the Jafri Muslim Faith by all possible lawful means

Article 11: Exection of Documents

Section 1:

All documents of the foundation other than those relating to immovable property, and those required to be signed on behalf of the foundation, shall be deemed to be sufficiently signed, of signed by the President or Vice- President, or general secretary or treasurer duly authorized in that behalf and all documents so signed shall be binding on the foundation and the members thereof.

Section 2:

A copy of the resolution purporting to be signed by the secretary and two other officers of the foundation shall be sufficient evidence thereof and of the fact that such resolution was duly passed.

Article 12: Fiscal Year

Section 1:

The financial year of the foundation shall end on March 31st of each year and the accounts of the foundation shall be balanced on that day

Article 13: Audit of Accounts

Section 1:

At the end of each fiscal year, or on the occasion of any change on the office of the treasurer or at committee may determine, the books and the accounts of the auditor or auditors to be appointed by the executive committee with the approval of the members

Article 14: General Meetings

Section 1:

The foundation shall hold its annual general meeting within three months of the end of fiscal year

- a. To present the executive committee's report, audited balance sheet, and accounts for the fiscal year
- b. To approve the budget for the ensuing year
- c. To transact any other business as approved by the executive committee and included in the agenda
- d. To select the office bearers and to confirm the appointment of the auditor for the next fiscal year

Section 2:

A member wishing to move any resolution at the annual general meeting shall give notice thereof in writing to the general secretary not less than seven days before the date of the meeting. In the absence of such a notice, the chairman may, at his sole discretion, permit a member to move a resolution.

Section 3:

A special general meeting of the foundation may be called at any time by the executive committee and shall be so called requisition shall state the purpose of the meeting and the meeting shall be convened within 30 days of the receipt of the requisition, failing which the requisitioners themselves

Section 4:

25% of the members in good standing shall constitute a quorum at all general meetings, and failing that, at the subsequent meeting, only 14 members shall form the quorum.

Section 5:

Fourteen days notice of general meetings shall be given to the members

Article 15: Disciplinary Action

Section 1:

Any member who:

- a. commits a breach of the constitution or by-laws

- b. intentionally violates any by-laws, rules, or regulations made by the executive committee with approval of the Board of Directors in accordance with the Constitution and by-laws
- c. acts in a manner prejudicial to the interest of the foundation
- d. purports to act or do anything in the name of or on behalf of the foundation without the permission of the executive committee
- e. prints, publishes, or circulates any correspondence, order resolution, or record; makes any public statement whatsoever purporting to be on behalf of or in the name of the foundation, executive committee, or any other committee without the permission in writing of the executive committee
- f. convenes or holds any meeting purporting to be on behalf of the foundation without permission in writing of the executive committee
- g. aids, abets, or instigates any person to contravene any provision the constitution and by-laws

Article 16: Proceedings for Disciplinary Actions

Section 1:

Upon receipt of a written complaint against any member, the executive committee shall decide within 14 days whether or not sufficient evidence exists to initiate the proceedings for disciplinary action

Section 2:

If the executive committee decides, by at least two-thirds majority that the proceedings for disciplinary action should commence, the allegations shall be investigated by the committee of elders; the committee appointed by the executive committee from amongst the senior members of the community, who shall submit their findings and recommendations within 21 days to the executive committee

Section 3:

Should the committee of elders return its verdict that the facts alleged in the complaint are established beyond any reasonable doubt, the executive committee if two-thirds of the members present vote in favor, may:

- a. advise the offender to apologize and/or pay compensation to the aggrieved party
- b. order suspension of the offender for any periods not exceeding three months
- c. Order the offender to be expelled

Section 4:

Before pronouncing any of the aforementioned orders, the executive committee shall give the offender at least seven days notice in writing to attend a meeting of the executive committee and the notice shall contain particulars of the complaints made against him. At such meetings, the offender shall be allowed to offer an explanation of his conduct verbally or in writing.

Section 5:

Any member who has been suspended or expelled shall have a right exercisable by notice in writing to the general secretary within seven days after the decision is communicated to appeal to the general meeting, a general meeting for this purpose.

Section 6:

If the member who has been suspended or expelled appeals to the general meeting as per section 5 of the article, his suspension or expulsion as the case may be, shall not take effect until it is confirmed by the general meeting.

Article 17: Rules of Order

Section 1:

The following ruled of procedure shall regulate the conduct of members at all proceedings.

- a. at all meetings, the chairman shall preserve order and decorum, and decide questions or order and practice, stating the applicable rules.
- b. The chairman shall not vote on any motion at a general meeting unless the voting has resulted in equal division, except in the election of officers
- c. Every member shall, before speaking, rise and address the chairman
- d. When two or more members rise at the same time, the chairman shall decide who is to speak first
- e. When the chairman is putting a question, no member shall speak
- f. No member, while speaking on any motion, shall be interrupted except upon point of order
- g. When a member is called to order, he shall resume his seat until the question of order is decided
- h. No member shall use improper language, nor speak besides the question in debate
- i. No member shall speak more than once on the same question, nor longer than five minutes, without the permission of the chairman, except the mover, who shall have the right to reply after which debate shall close
- j. A motion to adjourn shall always be in order, except.....
- k. A member may require the motion under discussion to be read for his information at any time during the debate, except when another member is speaking
- l. A motion may be withdrawn at any time before decision by the permission of the chairman
- m. When a question is begin debated, no motion shall be received, except to amend, to postpone, to lay on the table the previous question, or to adjourn
- n. All motions, before being voted, shall be read by the general secretary
- o. No motion to amend an amendment to an amendment shall be permitted
- p. The vote shall be taken only upon the request of three members
- q. Any member refusing to take his seat when ordered by the chairman shall decide, but his decision shall be suspended by the chairman for the session
- r. In all unproved cases, the chairman shall decide, but his generally by the rules, forms, and customs of parliamentary debate shall be followed

Article 18: Amendments to the Constitution and the By-Laws

Section 1:

These by-laws may be amended, repealed, or altered in whole or in part with unanimous approval of all existing members of the Board of Directors. Such approval shall be given in writing by each member of the Board