# BY-LAWS OF THE ISLAMIC COMMUNITY OF BOSNIAKS IN MINNESOTA 

## ARTICLE I NAME

The name of the corporation shall be: Islamic Community of Bosniaks in Minnesota The abbreviated name shall be: ICBMN

## ARTICLE II PURPOSES

The Islamic Community of Bosniaks in Minnesota is organized exclusively for religious, charitable, educational, cultural and business education purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purpose of this corporation includes, but is not limited to, the following:

- To conduct religious services in accordance with the faith of Islam;
- To provide Islamic upbringing and education of all members of Islamic and Bosnian and Herzegovinian Community;
- To care about religious rights of Muslims;
- To work with other Islamic communities and other religious communities;
- To offer high quality education;
- To promote the better understanding and to work on preservation of Bosnian culture, language, history, art, sport and religion;
- To conduct social and civic betterment of the Bosnian and other communities in various ways;
- To increase public awareness of juvenile delinquency, drug and alcohol abuse;
- To promote the better understanding of the Islamic Culture and religion among Bosnian and Herzegovinian and other communities;
- To prevent community deterioration;
- To offer business education for the Bosnian and Herzegovinian community; and
- All other legal powers permitted by the Nonprofit Corporation.

In addition, ICBMN will strive to cultivate brotherly relations and foster unity among Muslims; to organize immigrants from Bosnia and Herzegovina and other persons to achieve unity and to use their best efforts to acquire and maintain appropriate buildings or other properties for the use of the BosnianAmerican Islamic needs; to engage in various religious, cultural, charitable, civic, educational and patriotic activities; to be patriotic Bosnian-Americans; to promote interests and values of Bosniaks and to help Bosnia and Herzegovina and their people to establish good relations with the U.S.; to help Bosnian immigrants to adjust in the U.S.; to conduct religious services in accordance with the faith of Islam; to educate its members and children by conducting Sunday-School classes and to foster civic betterment of its members along the lines of our American Constitution and democratic institutions; to promote the better understanding of the Islamic Culture and religion among the non-Muslims and all persons in the larger American community; to promote respect for human rights and fundamental freedoms; to aid and assist its members or others when in need; to promote the educational classes in Bosnian language and history and the performance of its members in accordance with the highest and
best religious standards of the Islamic religion and Bosnian tradition and to become equal with other Americans; to acquire and own real estate in the conduct of its religious services; to loan and borrow money and acquire funds through charity drives, donations, gifts and forms of entertainment for its religious and educational purposes; to maintain continuous affiliation and good relations with the spiritual guidance of the Rais ul ulama (= Grand Mufti = Cardinal) of Bosnia and Herzegovina, and the Sabor (= General Assembly = the highest legislative body) and Riyasah (the highest executive body) of the Islamic community of Bosnia and Herzegovina; to protect authenticity of the Islamic norms and assure their proper interpretation and implementation. In the interpretation and performance of the Islamic religious duties within the organization, the Hanafi madhhab (school of thought) is applicable with the intellectual and spiritual tradition of Bosniaks. The duration of the corporation is perpetual. The above purposes are fully in accordance with the Articles of Incorporation and the laws for religious organizations and churches within the meaning of Section 501(c)(3) of the Internal Revenue Code which confirms the requirements of the tax exempt status.

## ARTICLE III MEMBERS

## Section 1 Classes of members

The corporation shall have three (3) classes of members. Those classes are:

1. Registered members
2. Honorary members
3. Unregistered members

A two-thirds vote of the Board shall elect to the membership of any class of the Corporation. The annual membership dues are payable at the first application for membership and, thereafter, at the each anniversary date. The decision about the amount of the annual membership dues for all classes will be decided by the Board of Directors. The designation of such classes and the qualifications of the members of such classes shall be as follows:

1. Registered Members: The Corporation will have five (5) categories of the registered members. All Bosniak and other Muslims of eighteen years of age or older who wish to join and actively participate in the ICBMN's activities shall be eligible to be regular members of the Corporation, provided that their appropriate and signed applications for the membership are submitted to the Secretary who shall submit them to the next regular meeting of the Board of Directors. A person so elected by the Board shall be declared a member of the ICBMN upon his payment of the initiation fee, if any, and annual dues for the last five years or since the incorporation of the ICBMN, whichever period is shorter. If a new member was a registered member, in a good standing, who paid his dues in another Islamic Community, then this new member will only have to pay dues for the first year. The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation which shall be consecutively numbered and signed by the President or the Secretary and shall be sealed with the seal of the Corporation. Registered members are all families or individuals who have paid membership dues of the Corporation as determined by the Board of Directors. Registered members have the right to vote in the General Assembly of the Association as well as to enjoy all other services provided by the Association. Registered members may be designated as follows:
a) Family members: All families who fulfill the above criteria belong to this category.
b) Single members: All individuals who fulfill the above criteria, but do not have established
family, belong to this category.
c) Senior members: All current members who fulfill the above criteria, but who are disabled or who are over 65 years of age or are retired shall be eligible to become Senior Members of the Corporation.
d) Widow members: Single parents who fulfill the above criteria belong to this category as long as the youngest child is under the age of 18 and unmarried.
e) Student members: Student members are Bosnian and Herzegovinian students in American schools, of eighteen years of age or older who do not have established family and fulfill the above criteria.

The appropriate rates of the membership dues for each designation are determined by the Board of Directors. Senior, widow and student members may have reduced rate of membership dues, as determined by the Board of Directors, but shall have full voting rights and privileges.
2) Honorary Members: Upon persons who, in the judgment and discretion of the Board, have rendered an outstanding contribution to the purposes of this Corporation, an honorary life membership can be conferred by an affirmative vote of two-thirds of the Directors present, and an appropriate certificate shall be given.
3) Unregistered Members: Unregistered members are all direct descendants (son, daughter, grandson, granddaughter, great grandson etc.) and direct ancestors (father, mother, grandmother, grandfather, great grandfather etc.) of the registered members of the Corporation whose permanent residency is not the US. Other than voting powers in the General Assembly, Unregistered Members have same privileges as Registered Members

Membership in this Corporation is neither transferable nor assignable.

## Section 2 Voting Rights

All registered members, thirty days after becoming members, are voting members. Minimum voting age is 18 years of age. Each registered family, single, senior, widow or student member in good standing shall be entitled to one vote, to be cast either in person or by proxy in any election, referendum, or membership meeting on each matter submitted to a vote of the members. Each registered family has only one vote, but if a husband and a wife want to have one vote each, they need to pay an additional membership fee. Any qualified member in good standing has the right to become a candidate for the election to the Board of Directors.

## Section 3 Membership Dues

The Board of Directors may determine the amount of initiation fee, if any and annual dues of the members at such rate or rates, schedules or formulas as they may prescribe from time to time. All persons who are members of the Corporation shall be considered fully qualified members in good standing with all rights and privileges pertaining to membership. The annual dues shall be payable on the membership anniversary date. When any member shall be in default in the payment of dues for a period of six months from his due date, his membership may be terminated in the manner provided in Section Termination of Membership of this statute.

## Section 4 Termination of Membership

(a) Any member may resign from the membership of this Corporation upon written request to the

Board of Directors, but such resignation shall not relieve the member, so resigning, of the obligation to pay any dues, assessments or other charges theretofore incurred but unpaid.
(b) Any member, who shall be found to be in default in the payment of his dues for a period of six months from his due date, shall lose all privileges of the ICBMN membership, including the voting right until all unpaid dues are paid.
(c) The Board of Directors by a two-thirds vote of the Directors present may suspend or expel a member for conduct unbecoming a member or prejudicial to the aims or repute of the Corporation, after notice and opportunity for a hearing are afforded.
(d) The General Body Meeting (General Assembly) by a two-third vote may expel or remove on the spot any member from the meeting whose conduct the Assembly members deem to be harmful to the repute or the financial standing of the Corporation. Such a member shall have right to reapply for membership only after the financial harm has been properly indemnified by him and after he has demonstrated by his conduct that he will not indulge again in the action that may hurt the interests or repute of the Corporation.

## Section 5 Reinstatement

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the Directors present, reinstate such former member to the membership upon such terms as the Board may deem appropriate.

## Section 6 Membership Meeting (General Assembly)

The regular or special meetings of the members for the General Assembly may be called either by the President, the Secretary, the Board of Directors, or not less than one-third of the members (families) having voting rights, and notice thereof mailed to each member at least ten (10) days before said meeting, except in cases of by-laws amendments - see Article XIII, stating the purpose, the date and time, and the place of such meeting. The Robert's Rules of Order Revised shall govern all meetings of all bodies of this Corporation.

The twenty percent of all registered members at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present shall adjourn the meeting without further notice. An annual meeting of the members shall be held on the third Sunday in January of each year or at such other time as determined by the Board of Directors for the purpose of electing Directors, and for the transaction of such other business as may come before the meeting, and notice thereof mailed to each member at least ten (10) days before said meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail, addressed to the member at his address, as it appears on the records of the Corporation, with postage thereon prepaid. The General Assembly, every two years, shall elect by a majority vote of its members the following officers as members of the Board of Directors (Board): President, Vice President, Secretary, and Treasurer. President is also a President of the Board of Directors.

## ARTICLE IV BOARD OF DIRECTORS (BOARD)

## Section 1 General Powers, Numbers and Tenure

The affairs of the Corporation shall be governed by the Board of Directors. The Board shall adopt such internal rules and regulations as may be required to conduct the affairs of the Corporation. The Board of Directors shall be comprised of five (5) members who shall be elected for two years by a majority vote in a General Assembly meeting of the members, with the exception of Imam (Administrative Director), who shall be elected by the board of Directors.

## Section 2 Qualifications, Vacancies, Resignations, Removals, Comps

Candidates for the Board of Directors shall be members in good standing and shall be good Muslims, of high moral and ethical character and respected members of the Bosniak community. Individuals who fulfill the above criteria are eligible to be nominated by the nominating committee of the Board or from the floor to serve on the Board of Directors.

Each Director shall be elected by the majority vote to hold office for a two-year term, and shall remain in office until his successor shall have been elected.

Should any officer or Director cease to be a member of the Corporation or the Board by resignation or otherwise, his/her office shall become vacant automatically and such vacancy or any other vacancy in the Board of Directors shall be filled by appointment by the Board for the duration of the unexpired term of his/her predecessor in office. If any member of the Board shall fail to attend three (3) consecutive meetings of the Board, the President or the Secretary shall in writing have this fact called to his/her attention, and if satisfactory excuse is not received within ten (10) days, that individual shall cease to be a member of the Board, and the vacancy thus created shall be filled as provided above.

If any member of the Board is found to be in default in the payment of his dues or that his conduct indicates a need for disciplinary action then the Board shall take appropriate action as provided in Article III, Section 4, to suspend or expel such a Board Member just as any other member, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Directors as such shall not receive any stated salaries or compensations for their services. They may be reimbursed for actual expenses only.

## Section 3 Meeting of the Board

A regular annual meeting of the Board of directors shall be held without other notice than this By-laws, within fifteen (15) days after the annual meeting of members. Regular or special meetings of the Board of Directors may be called by the President, the Secretary or any three (3) Directors. Notice of special meetings shall be given to each Director either in person, by telephone or in writing at least 5 days prior to said meeting. If mailed such notice shall be deemed to be delivered when deposited in the U.S. Mail in a sealed envelope so addressed, with postage thereon prepaid.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; if a quorum is not present the meeting shall adjourn without further notice.

ARTICLE V OATH OF THE OFFICE

Prior to the assumption of duties of their offices, all newly elected Directors and officers shall take the following oath:
BISMILLAHIR-RAHMANIR-RAHIM! In the name of God, the Most Gracious, the Most Merciful:
I, ........(name) do hereby solemnly swear to uphold the Islamic principles and ethical standards of conduct while performing my duties in my Jama'ah (= congregation) or in any of the organizations or forums of Mashikhah (= Islamic Council $=$ Archdiocese) of the Islamic Associations of Bosniaks in the US; to uphold their By-laws and other rules and regulations; to faithfully discharge all my duties in the highest pursuit of the best interest of my Jama'ah (= congregation) and the Mashikhah (= Islamic Council = Archdiocese) of the Islamic Associations of Bosniaks in the US; to hand over promptly to my successor all books, money or other property belonging to the Jama'ah (= congregation) or other units of the Mashikhah (= Islamic Council = Archdiocese) of the Islamic Associations of Bosniaks in the US; and that I will do everything in my power to forward the purposes, the aims and the best interests of my Jama'ah (= congregation) and the Mashikhah (= Islamic Council = Archdiocese) of the Islamic Associations of Bosniaks of the US. So help me God.

## ARTICLE VI OFFICERS

## Section 1 Officers

The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, and Imam (Administrative Director). The Board of directors may elect to appoint other officers, in accordance with the provisions of this Article, such as Assistants of President, Vice President, Secretary, Treasurer and Imam, as it shall deem desirable. Such appointed officers are not members of the Board of Directors, but they shall have the authority to perform the duties prescribed, from time to time, by the Board of Directors.

## Section 2 Election and Term of Office

The Officers of the Corporation shall be appointed for two-year term by the Board of Directors with a two-thirds vote of all Directors at an annual meeting of the Board except for the Imam (Administrative Director), whose term shall be indefinite. If the election of the Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected.

## Section 3 Removal

Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board by a two-thirds vote whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Such decision of the Board is final.

## Section 4 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors by a two-thirds vote of all Directors, for the unexpired portion of the term in that vacancy.

## Section 5 President

The President shall be the principal Executive Officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-laws or by statute to some other officer or agent of the corporation and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

## Section 6 Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## Section 7 Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of the law or the By-laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## Section 8 Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for a faithful discharge of his/her duties in such sum and with such surety and sureties as the Board of Directors shall determine. He/She shall have charge and custody of, and be responsible for, money due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

## Section 9 Assistants of the Board of Directors (Board) Officers

If required by the Board of Directors, the Assistants of the Board Officers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine. The Assistants of the Board Officers, in general, shall perform such duties as shall be assigned to them by the members of the Board of Directors.

## Section 10 Imam (Administrative Director)

The Imam (Administrative director) of the Corporation shall be appointed by a two-thirds vote of all Directors of the Corporation, upon the recommendation of the Mufti (Archbishop), to serve for an indefinite term and under such conditions as the written contract provides for and as said Board may set with terms as mutually agreed upon; provided, however, that any such appointee, shall be proficient in Bosnian and preferably in English and Arabic languages. He shall be the principal Religious and Administrative Officer with daily duties and supervisions, and shall act under the direction and authority of the Board; shall be responsible only to the Board; he shall conduct and supervise all religious and cultural functions; he shall employ, direct and discharge the necessary employees of the Corporation, conduct the routine activities of the ICBMN, maintain proper public relations, and be in general charge of the daily activities of the ICBMN and function as its official spokesman if requested by the President or the Board. The Imam shall keep the appropriate contacts and receive the appropriate guidance through appropriate religious channels with various religious authorities including the Mufti (Archbishop). The Imam shall submit his quarterly report to the Board of Directors informing them of all activities and any problems in the community of members. The Imam is an ex-officio member of all important committees. His relationship shall be formed or dissolved by a two-thirds vote of all Directors of the Board, and in case of a dispute, or the Board's decision to terminate his appointment or to change conditions of the contract, the Board is required to give him an appropriate written notice at least thirty (30) days prior to the effective date of such notice. If the Imam (Administrative Director) disagrees with the decision of the Board he shall have a right to appeal within ten (10) days such decision to the General Assembly of the members which shall be called by the President within thirty (30) days from the date that such appeal is duly filed by the Imam with the Secretary. The General Assembly of the members may reverse the original decision of the Board of Directors by a two-thirds vote of the members. However, during the appeal process the Imam (Administrative Director) shall be entitled to continue to receive his salary at the same original level. Annually, the Board shall make an appraisal of the Imam's performance in keeping with the job description and official duties based on his quarterly reports, job duties, observations and other objective performance indices.

The filling of vacant position for Imam shall be by appointment at the discretion of the Board. Any new appointee shall serve a probationary period of six (6) months, and only after successful completion of a probationary period he may attain certified status by the decision of the Board. A probationary appointee who fails to satisfactorily complete the probationary period shall be informed by the Board, fifteen (15) days in advance, that his employment is terminated. Such decision of the Board is final.

## ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

## Section 1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the Officers so authorized in these By-laws, to enter into any contract or execute and deliver
any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances, provided it does not exceed $\$ 3,000$, which would require the approval of the entire Board. However, the Board of Directors shall not authorize or enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation in excess of $\$ 100,000$ without specific approval of the membership by a majority vote in the General Body Meeting.

## Section 2 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by a resolution of the Board of Directors.

## Section 3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## Section 4 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation, provided that it shall not cause the Corporation to lose its status under the Section 501(c)(3) of the Code.

## ARTICLE VIII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable and mutually agreed time.

## ARTICLE IX FISCAL YEAR

The fiscal year of the Corporation shall begin the first day of January and end on the last day of December in each year.

## ARTICLE $X$ WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Minnesota or under the provisions of the Articles of Incorporation or by the By-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

## ARTICLE XI CHARITABLE PURPOSES AND CONFLICT OF INTEREST POLICY

## Section 1 Purpose

These Bylaws shall support any applicable state and federal laws governing charitable organizations and relevant conflict of interest policy or any other requirements to prevent loss of charitable status of the corporation.

## Section 2 Conflict of Interest Policy

The purpose of the conflict of interest policy is to protect this organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
a) Definitions. An interested person, for purposes of this conflict of interest policy is any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below:

1) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes board action. The board shall determine whether a conflict exists.
b) The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director of this organization is a director, officer or legal representative, or in some other way has a material financial interest unless:

1) Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3) Procedures for Addressing the Conflict of Interest
a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
b. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4) Violations of the Conflicts of Interest Policy
a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.
c) Compensation. This subsection shall govern when compensation from this organization is being determined.

1) A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
3) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## ARTICLE XII DISSOLUTION

In the event the ICBMN and its activities can no longer fulfill its stated purposes, then the Corporation and its activities are to be terminated and the Board of Directors shall take all necessary steps to properly wind up the affairs of the Corporation and to distribute the proceeds upon the dissolution to another similar religious, preferably Muslim, not-for-profit corporation, elected by the Mashikhah (= Islamic Council $=$ Archdiocese) of the Islamic Associations of Bosniaks in the US which would qualify under the Section 501(c)(3) of the Code for the tax exempt status, as the Board or the Court may determine. No proceeds or other funds can be distributed to any director or official of the Corporation.

## ARTICLE XIII AMENDMENTS TO BY-LAWS

The By-laws may be altered, amended, or repealed and new By-laws may be adopted by a two-thirds vote in any regular General Assembly Meeting of the members of the Corporation, where quorum is present, provided that notice of the General Assembly is given thirty (30) days prior to that meeting in accordance with these By-laws, and accompanies a proxy form stating the exact nature of the amendment sought or intent to repeal or to adopt new By-laws.

## ARTICLE XIV TRANSLATION

These By-laws may be translated into Bosnian language and used by the members or by the Board, but in case of a dispute, this English original shall be and is the only official and legal version.

## MEMBERS OF THE BOARD OF DIRECTORS:

$\overline{\text { Mr., Sulejman Hadziomerovic, President Date }}$
Phone: (612) 721-6360, Address: 3848 18th Ave S, Minneapolis, MN 55407

Mr. Dedic Emsud, Vice President
Date
Phone: (507) 202-1919, Address: 5930 Lloyd St NW, Rochester, MN 55901

Mr. Majid Bradaric, Imam
Date
Phone: (651) 470-0011, Address: 7022 Jorgensen Lane South, Cottage Grove, MN 55016

Mr. Dursum Brakic, Treasurer
Date

