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of
THE ISLAMIC CENTER
OF GREATER TOLEDO, INC.

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CONSTITUTION
of
THE ISLAMIC CENTER
OF GREATER TOLEDO, INC.

ARTICLE I - NAME OF THE ORGANIZATION

The name of the organization shall be the Islamic Center of Greater Toledo, Inc., hereinafter called the Islamic Center. Any and all references in this Constitution or the Bylaws to the Islamic Center refer to the name of the organization as indicated in this Article.

ARTICLE II - MISSION

The mission of the Islamic Center is to uphold the doctrine and principles of Islam; to provide its members an environment conducive for Islamic education, cultural enhancement, and religious services; to introduce Islam, its culture and heritage to the community-at-large; to enter into dialogue with other faiths to promote interfaith understanding and accommodation.

ARTICLE III - PURPOSE

Section 1 The philosophy of the Islamic Center shall be to remain non-political and independent and not to reflect any type of political, social, or economic philosophy.

Section 2 The Islamic Center edifice and other buildings and properties constituting and owned by the Islamic Center of Greater Toledo, Inc., shall be used to serve the religious, educational and cultural needs of the Islamic Center members, the Islamic community, and the greater Toledo area community. Such properties shall be held, subject to and at all times administered, in accordance with the regulations of the faith of Islam, the laws of the State of Ohio, and the philosophical tenets indicated by the Board of Trustees.

ARTICLE IV - THE ORGANIZATIONAL STRUCTURE

The organizational structure of the Islamic Center shall consist of the following:

- (1) The General Assembly
- (2) The Board of Trustees
- (3) The Council
- (4) The Imam
- (5) Auxiliary societies duly recognized under the tax-exempt status Section 501(C)(3) of the Internal Revenue Code which are:
 - (a) The Men's Society

- (b) The Ladies' Auxiliary
- (c) The Islamic Youth Association of Greater Toledo
- (d) The Islamic School of Greater Toledo

ARTICLE V - THE GENERAL ASSEMBLY

Section 1 **Definition.** The General Assembly is the general meeting of the members of the Islamic Center who have met their financial obligation to the Islamic Center as certified by the Treasurer, and all requirements set forth in the Constitution. The General Assembly shall consist of voting and non-voting members as outlined in Article V and more specifically as set forth herein. Any person whose name appears on the membership rolls but who is in arrears in the payment of his/her financial obligation may take part in the Assembly by paying such arrears within thirty (30) days prior to the date of said meeting. New members may exercise the right to vote at General Assemblies consistent with Article V, Sections 5 & 7.

Section 2 **Meetings.** The regular General Assembly shall be convened by the Council at least one (1) time annually in October at a date fixed by the Council. Special General Assembly meetings shall be held when the Council deems it necessary and appropriate or when 25 percent of the members entitled to vote, based on the roster as maintained by the Treasurer of the Islamic Center submit a written petition therefore to the Council, stating the purpose or purposes for such a meeting. Members will be summoned to the General Assembly meeting by written notice mailed at least ten (10) days prior to the date scheduled for the meeting listing the time, place, and agenda of said meeting, with the exception of the October Meeting.

Section 3 **Quorum.** A quorum for the meeting of the General Assembly shall be two-thirds of the number of those individuals entitled to vote (Active members) at General Assembly meetings as determined by the Treasurer by examining the roster of Active members. If a quorum is not present and certified, the General Assembly shall be called a second time within thirty-five (35) days with the same notice provisions as indicated in Article V, Section 2 above, by a majority vote, 9 of the 13 members of Council, the quorum rule of the General Assembly may be waived and decisions taken therein regardless of the number of members present.

Section 4 **Officers.** The President of the Council shall preside over meetings of the General Assembly including the annual meeting during which the Chairman of the Board of Trustees will conduct the election of Council members. The minutes of the General Assembly shall be taken by the Secretary of the Council and shall be signed by the Secretary and the President. The General Assembly minutes shall be filed in a place within the Islamic Center within thirty (30) days of said meeting, and shall be available for review by the membership.

Section 5

Membership. The General Assembly shall be divided into two specific categories: those entitled to vote at the Assembly meetings (active members and life members); and those not entitled to vote by virtue of their status (special, student, non-resident, and honorary members).

- (1) **Active Members.** Active members who meet the criteria below may vote at meetings of the General Assembly and run for Council position, and serve as a committee member. All voting members of the General Assembly meeting the following criteria are defined as active members:
 - (a) They shall be permanent residents or citizens of the United States.
 - (b) They shall have met their financial obligation to the Islamic Center by paying membership dues by July 1st of the current year and have paid membership dues for the previous 2 calendar years. Calendar year should be from January 1 to December 31.
 - (c) They shall be above the age of 18 years.
 - (d) They shall be present, in person, or by absentee ballot, at the meeting when a vote and/or election is held. An absentee ballot is authorized in those instances where an active member has given 10 days prior notice of intended absence and the completed ballot is in possession of the Treasurer before the election commences.
 - (e) A member of the General Assembly must be a resident of the Greater Toledo area, a resident of the State of Ohio, and having his/her usual place of residence and residing in the counties of Williams, Fulton, Lucas, Ottawa, Sandusky, Erie, Huron, Seneca, Wood, Henry, Defiance, Paulding, Putnam, Hancock, Crawford, Wyandott, Marion, Hardin, Allen, Van Wert, Mercer, and Auglaize, or a resident of the State of Michigan having his/her usual place of residence and residency in the counties of Lenawee or Monroe.

Land ownership, operation of a business, and voting registration shall not be conclusive determination of residency, but are evidence of residency.
 - (f) Those who do not meet any one of the foregoing criteria shall be considered a member of the community, but shall be a non-voting member.
- (2) **Life Members.** Life membership may be conferred upon any member for having made an outstanding contribution to the Islamic Center or its predecessor. A candidate for life membership shall be 55 years of age or older and shall have been an active member for 25 years or more. The candidate must meet all of the criteria for active membership. The name of the candidate for life membership shall be considered by the Board of Trustees and life membership shall be conferred with the approval of the Council. Life members shall have all the rights, privileges, and obligations of active members and shall not pay annual dues.

The Council and the Board of Trustees, by majority vote of each, may waive the age requirement in special instances.

- (3) **Special Members.** Special membership shall be granted to those families or individuals who the Council considers to be in special need. Application for consideration of special need shall be submitted to the Officers or upon recommendation of the membership committee. The Council President, after consultation with the Treasurer, will recommend the waiver of financial obligations for such families, either in full or in part.

Special members may not hold office and may not vote at General Assembly meetings. Special members shall enjoy the other rights, privileges, and obligations of active members.

- (4) **Honorary Members.** Honorary membership shall be conferred upon any individual who has made an outstanding contribution to the Islamic Center or to the cause of Islam. Election to honorary membership shall be made by the Council. The name of the candidate for honorary membership, along with a statement of the individual's contributions, shall be submitted to the Council.

Honorary members shall not hold office or have a vote, but may be appointed as an ex officio member of a committee. They shall not pay annual dues.

- (5) **Student Members.** Individuals over the age of 18 years who are enrolled in high school or an institution of post-secondary education, including, but not limited to, college, university, building or trade school, or such similar institutions shall be eligible for student membership if:

- (a) As a family member his or her parent(s) is/are Active members as defined in the Constitution, or
- (b) The student has paid his or her student member dues as a single member. Student members shall not have the right to vote or to hold office but shall have all other rights and privileges of membership.

- (6) **Non-Resident Members.** Any individual not qualifying for active membership because of residency requirements defined by Article V, Section 5,(1)(f), above may become non-resident members. They shall not have the right to vote or to hold office but shall have all other rights and privileges of membership.

Section 6 **Authority.** The General Assembly delegates the authority of the every day running and operation of the Islamic Center to the Council, and more specifically its Officers. Decisions of the Council may be overruled in the following manner:

- (1) The General Assembly may veto a decision of the Council by a two-thirds vote of the active members at the meeting called for that specific purpose; or

- (2) Upon a unanimous vote of the Board of Trustees to veto any action by the Council, the General Assembly vote shall require only a simple majority of the active Assembly members.

Section 7 **Financial Obligation.** The annual financial obligation of the various classes of membership, including but not limited to dues and special assessments, shall be determined and set by the Council.

- (1) If the annual financial obligation of a member is met, it shall inure to the benefit of the spouse. The spouse shall be entitled to vote as indicated above, so long as he or she individually meets the requirements as set forth above.

Section 8 **Annual Meeting.** At the Annual meeting of the General Assembly, to be held each October, all Active and Life members present shall be entitled to cast a ballot for the election of Council members. Each Active and Life member shall be entitled to vote for as many individuals as there are vacancies, provided no more than one vote is cast for any one individual. The ballot shall be cast in favor of individual candidates. Those candidates receiving the highest number of votes shall be elected to fill the vacancies.

ARTICLE VI - THE BOARD OF TRUSTEES

Section 1 **Powers.** The Powers of the Board of Trustees are:

- (1) To direct the Islamic Center by providing philosophy to the Council.
- (2) To provide direction consistent with the philosophy of this organization or its predecessor to the Council.
- (3) To veto, by unanimous vote of quorum required, any act or action of the Council.

Section 2 **Membership.** Members selected to The Board of Trustees shall have been active members of the community, and in good standing of the Islamic Center, for a minimum of fifteen (15) years immediately preceding their election to the Board. The candidate shall have been elected and served as a member of the Council for at least three (3) complete terms and shall be fifty-five (55) years of age by the date he/she assumes office. The Board shall be composed of five (5) Trustees, duly selected, elected and qualified.

Section 3 **Election and Terms.** The Board of Trustees shall constitute the nominating committee for the Board of Trustees. The Trustees shall fill any vacancy due to death, retirement or resignation, or various other unforeseen reasons within thirty (30) days after such event occurs.

Members of the Board of Trustees shall be elected by the Board of Trustees. They shall serve until their 75th birthday, death, or resignation whichever first occurs. Neither the members of the Board of Trustees nor their spouses shall be

eligible for election to the Council. Members who reach the age of 75 shall be designated as Member Emeritus of the Board of Trustees.

Section 4 **Duties and Responsibilities.**

- (1) The Board of Trustees shall evaluate, measure and maintain the independence and integrity of the Islamic Center, consistent with the doctrines, concepts and religion of Islam, and the purpose of the organization.
- (2) The Board of Trustees, by a majority vote of the entire Board (5) shall ratify the sale, purchase, mortgage, use and occupancy of the Islamic Center. The control, use and possession of the real estate owned by the Islamic Center shall be at all times vested with the Board of Trustees.
- (3) In the event the Board of Trustees, by majority vote of the entire Board (5), perceives activity in violation of Article III, Section 2, it shall:
 - (a) Advise the President of the Council in writing;
 - (b) Call for a special Council meeting where this activity shall be the sole issue on the agenda;
 - (c) In the event that the Council meeting does not resolve the matter, the majority vote of the Board of Trustees shall be decisive.
- (4) The Board of Trustees, by a majority vote of the entire Board (5), shall fill any vacancy on the Council occurring prior to the completion of a council member's term, for the un-expired term. The person so selected shall be duly nominated by the Council's Nominating Committee, and meet all requirements for office set forth in Article X, Section 1, (1-5).
- (5) The Chairman of the Board of Trustees shall preside over the annual General Assembly elections and shall appoint the election officials.
- (6) The Chairman of the Board of Trustees shall be recognized at all social functions of the Islamic Center.
- (7) The Board of Trustees may designate one of its members to actively sit on the following standing committees of the Council
 - (a) Religion and Education Committee
 - (b) Social Services Committee
 - (c) Nominating Committee (which the Chairman of the Board of Elders shall be chair.)
 - (d) Building Committee
- (8) The Chairman of the Board of Trustees may designate one of the Trustees to sit on the following committees:
 - (a) Editorial Board of the MONITOR
 - (b) Publications Committee
 - (c) Public Relations Committee
 - (d) Membership Committee
- (9) The Board of Trustees shall request and examine the annual review or audited financial statement of the Islamic Center of Greater Toledo.
- (10) The Board of Trustees shall promulgate By-Laws in concert with the Council for this organization.

- (11) The Board of Trustees will review all special assessments proposed by the Council and concur with all assessments it deems appropriate.

Section 5 **Definitions.**

- (1) **Quorum.** A quorum of the Board of Trustees shall be three (3) of the five (5) members, except where questions of and relating to the occupancy, ownership, use and encumbering of real estate are concerned, where the quorum shall be five (5) for the conduct of business. In the event there are not five (5) members of the Board of Trustees at any time when such question arises, the Board of Trustees shall defer any action until such time as a successor is duly selected and qualified. A quorum for either a veto of Council action or for filling a vacancy on the Council shall be five (5).
- (2) **Majority.** A majority vote means a vote taken at a meeting called for that purpose where a quorum is present.
- (3) **Failure to Ratify.**
 - (a) Should the Board of Trustees fail to concur by majority vote with the recommendations of the Council to sell, purchase, use, or encumber property, the President of the Council may call a General Assembly meeting within twenty-one (21) days of the receipt of the failure to ratify, and place on the agenda of said meeting the issues of such sale, purchase, use or encumbrance for a final determination by the General Assembly. In order to override the Board of Trustees, two-thirds of the roster of Active members entitled to vote must adopt the Council resolution.
 - (b) Ratification by the Board of Trustees shall be indicated by its Chairman affixing his/her signature to the minutes of the Council Meeting wherein such resolution was adopted.

Section 6 **Meetings.** The Board of Trustees shall meet at least once quarterly and file written reports of said meetings with the Council. Meetings -of the Board of Trustees may be held in person or over electronic means of communication within or without the State of Ohio.

Section 7 **Waiver.** The requirement of service of three (3) terms on the Council can be waived by the Board of Trustees with the consent of nine (9) votes on the Council.

ARTICLE VII - COUNCIL

The Council shall consist of thirteen (13) members elected by the General Assembly at its annual meeting for a term of three (3) years or until their successors are duly qualified and elected. Due to the odd number of Council members, the elections shall be as follows:

- (1) The year 1983 - Four (4) members
- (2) The year 1984 - Four (4) members

- (3) The year 1985 - Five (5) members
- (4) Every year thereafter in the sequence indicated above (4, 4, 5).

Section 1 **Powers.** The Council shall conduct the business of the Islamic Center between meetings of the General Assembly, in keeping with the aims and purposes of this organization. It shall have the full authority and power of the General Assembly but shall take no action contravening any general policy which shall have been adopted by the General Assembly and is, at the time, still in effect. Decisions of the Council may be overruled only by the provisions stated in this Constitution.

Section 2 **Duties.** In addition to transacting regular routine business and performing the duties as enumerated above, the Council shall:

- (1) Administer the regular Mosque services and participate in Islamic worship, thereby setting an example for the membership.
- (2) Administer the day-to-day affairs of the Islamic Center directly and set the long term goals and priorities directly through delegated authority to its committees and constituent societies as described herein.
- (3) Be responsible for the collection of revenues received by the Islamic Center and issuing receipts therefore, and paying the salaries of the Islamic Center employees and all expenses attendant to the operation of the Islamic Center.
- (4) Buy, sell and/or mortgage Islamic Center property on behalf of the membership and regulate the use of the Islamic Center properties with approval of the Board of Trustees.
- (5) Make available to the General Assembly on an annual basis the budget for the coming year and the audited financial statements for the prior year.
- (6) Exercise all additional authority consistent with this Constitution and By-Laws and according to the laws of the State of Ohio necessary, proper and incidental to the efficient running of the Islamic Center.
- (7) Fix the annual dues and financial obligations and levy special assessments with the approval of the Board of Trustees.
- (8) Ensure that all special bequests, charitable gifts, and other devises be used by the Islamic Center only for the purposes for which they were made.

Section 3 **Meetings.** Meetings of the Council shall be held at least once a month and special meetings may be called at the request of the President or by a majority of the Council members. These meetings shall be open to all General Assembly members except for executive session meetings. General Assembly members shall not vote at any meeting, but shall have the opportunity to address the Council with the permission of the President.

Section 4 **Quorum.** A majority of the members of the Council shall constitute a quorum for the transaction of business. For purposes of constituting a majority, the President of the Council shall be counted.

Section 5 **Vacancies.** A vacancy on the Council shall exist under the following circumstances:

- (1) The resignation of a member thereof;
- (2) The physical or mental incompetence of a member thereof;
- (3) Removal.

 A vacancy on the Council shall be filled by the Board of Trustees after certification by the Nominating Committee that the candidate is duly qualified. Said member shall serve the un-expired term of such vacancy.

Section 6 **Removal.** A member of Council, or any officer of the Council, may be removed only for cause which includes, but is not limited to:

- (1) Unexcused absences from three (3) Council meetings in a twelve-month period without justifiable cause, to be determined at the discretion of the President.
- (2) Immoral conduct.
- (3) Conviction of a felony.
- (4) Any other conduct tending to reflect on the member's ability to function as a Council Member.

 The removal procedure shall be placed on the agenda of the next Council meeting and a written notice of the date, time, and place set for consideration shall be given to the affected member. At the meeting called for this purpose, the member, or his/her designated agent, may present his/her case. The Council will then meet in executive session and will vote on removal by secret ballot. If nine (9) members, with the President voting, vote in favor of removal then the member shall be removed from office and a vacancy created. In the event nine (9) votes are not obtained, the member shall not be removed. An appeal of the decision of the Council must be filed within ten (10) days of the decision in writing to the Chairman of the Board of Trustees. The Board of Trustees will consider the appeal and a majority vote of the entire Board of Trustees (5) is required to sustain the action of the Council.

Section 7 **Officers.** The Officers of the Council shall be the President, Vice-President, Secretary and Treasurer. They shall constitute the Executive Committee and shall be responsible for conducting the business of the Council and the Islamic Center between meetings of the Council. They shall be elected from among the members of the Council and shall serve for a one (1) year term.

Section 8 **Committees.** The Council shall have the following standing committees:

- (1) Budget and Finance
- (2) Building and Property Maintenance
- (3) Information Technology (IT)
- (4) Long Range Planning
- (5) Membership
- (6) Nominating
- (7) Publications
- (8) Public Relations

- (9) Religion and Education
- (10) Social Services
- (11) Ways and Means

ARTICLE VIII - THE IMAM

Section 1 **Qualifications.** The Imam should be a graduate in Islamic theology from an accredited Islamic university or college. He should be fluent in English and Arabic.

Section 2 **Duties.** By virtue of his knowledge of Islam, the Imam shall be responsible for all the religious activities of the Islamic Center. The function of the Imam of the Islamic Center shall be:

- (1) To preserve its unity.
- (2) To keep it faithful to the principles of Islam.
- (3) To lead the membership in the fulfillment of religious obligations.
- (4) To impart the knowledge of the doctrines, traditions, principles and practices of Islam.
- (5) To guide the growth, progress and enlightenment of the congregation and the general community-at-large.
- (6) To advise the Religion and Education Committee in the development of the religious curriculum, the preparation of the instructional material, and the selection and guidance of the teachers.

He shall be responsible to the Council for the conduct of all his affairs.

The duties, obligations and functions of the office of the Imam may from time to time be expanded to include administrative duties. He shall be a non-voting participant in Council meetings.

ARTICLE IX - CENTER SOCIETIES AND BOARDS

The Center societies and boards may be formed by members of the Islamic community to pursue religious, educational, cultural, and philanthropic goals.

The societies and boards mentioned herein shall be sanctioned by the Islamic Center through its Council. Two-thirds of the members of the Council shall vote affirmatively in order that a new society or board be sanctioned. The bylaws of the constituent societies and boards and any amendments thereto shall be subject to Council approval, and shall be filed with the Secretary of the Council.

At the end of each financial year, or at the request of Council, each constituent society and board shall submit to the Council a financial statement showing income and expenditures for the preceding year, as well as a budget for the following year.

At the end of each year any funds in excess of One Thousand Dollars (\$1,000.00) in the treasury of the constituent societies and boards, except the Islamic School of Greater Toledo, shall be paid into the general treasury of the Islamic Center.

The Center societies and boards shall cooperate with the Council and the Board of Trustees, in the pursuit of the aims as defined in this Constitution of the Islamic Center. The following societies and boards are hereby recognized by the Constitution and the Council:

- (1) The Men's Society
- (2) The Ladies' Auxiliary
- (3) The Islamic Youth Association of Greater Toledo
- (4) The Islamic School of Greater Toledo (ISGT)

ARTICLE X - ELECTIONS

The election of members of the Council shall be held at the Annual Meeting on a Sunday in the month of October which will be determined by the Council.

Section 1 **Eligibility.** A candidate for the Council must meet the following qualifications:

- (1) Must comply in his/her life and activities with the faith and practice of Islam.
- (2) Must have met his/her financial obligations for at least three (3) successive fiscal years and have been fully paid for at least 25 months.
- (3) Must be 25 years of age or older.
- (4) Must be a citizen or permanent resident of the United States and must meet the residency requirements stated in Article V, Section 5(1)(f).
- (5) Should have been an active member of a committee of Council, except the Nominating Committee, for at least one of the previous two years, or current year immediately prior to nomination.
- (6) Must have been nominated as a candidate by the Nominating Committee and approved by the Board of Trustees.
- (7) No regular employee of the Islamic Center or subsidiaries thereof, including the Imam, who shall be an ex officio member of Council without vote, may be elected to the Council. Similarly, no Council member shall be employed by the Islamic Center or its subsidiaries.
- (8) No member shall serve more than three (3) successive terms on the Council. Once the terms have been served, the member must stand aside for at least one (1) year and then can run for election again. During this period of one (1) year, said member would not be eligible for appointment to the Council to fill a vacancy.

Section 2 **Method of Election.** Elections will be by electronic and/or paper ballot and conducted in the following manner:

- (1) Written nominations, with consent-to-serve form signed by the candidate, shall be submitted to a member of the Nominating Committee 45 days prior to the Annual meeting.

- (2) The Nominating Committee shall examine the qualifications of the candidates and shall present the names of individuals qualified for nomination to the Board of Trustees.
- (3) If the number of candidates is less than or equal to the number of seats up for election, then no election shall be conducted, and the nominees shall be elected by acclamation.
- (4) The Board of Trustees, by a majority vote of the entire Board (5), shall certify the candidacy of the nominees.
- (5) The Nominating Committee shall publish the slate of candidates at least 30 days prior to the Annual Meeting, either in the MONITOR or by special notice to the members of the General Assembly entitled to vote.
- (6) Nominations from the floor shall only be accepted for the remaining vacant seat(s) and election for those remaining seat(s) will be conducted immediately after the Annual Meeting at which the nominations were taken. The quorum in this case shall consist of the members present at the General Assembly meeting. In this situation, absentee voting shall not take place. These nominees must meet the qualifications listed in Section 1 and must have signed a consent-to-serve form.
- (7) The Chairman of the Board of Trustees shall conduct the election of Council members at the Annual Meeting and shall appoint the election officials.
- (8) Those candidates receiving the highest number of votes shall be elected.

Section 3 **Transition.** On or before the last Sunday in December, a special service shall be held at the Islamic Center at which time newly elected members of the Council shall be installed. The new Council shall convene as soon as practical after the Annual meeting to elect its officers. Committee assignments and setting an agenda for the following year shall be completed before the end of December.

Section 4 **Executive Committee Election.** If a Council member is not able to attend the meeting to elect the Executive Committee, that member shall be afforded the option to cast his/her ballot by telephone, text or e-mail addressed to the Chair of the Board of Trustees. Said ballot shall be cast live during the meeting and the member shall waive any secrecy as to the ballot cast. No proxy voting shall be allowed. The election results, as announced by the Board of Trustees, shall be final.

ARTICLE XI - FISCAL YEAR

The fiscal year for the Islamic Center shall be January 1st to December 31st. At the first General Assembly meeting of each year, the Treasurer shall present a financial report covering all income, expenses and expenditures of the preceding year.

ARTICLE XII - AMENDMENTS

Amendments to this Constitution may be made as follows:

Section 1 **Proposals by Council.** In the event that the Council sees fit to propose an amendment to the Constitution, it must follow the following procedures:

- (1) Said Constitution provisions must be voted out of the Council with nine (9) affirmative votes, the President of the Council voting.
- (2) At least 4 members of the entire Board of Trustees must concur in said amendment, their consent being indicated by the Chairman's affixing his signature to the minutes of the meeting wherein said Constitutional amendment was approved by the Council.
- (3) Two-thirds of the General Assembly present at a meeting called for the purpose of ratifying said Constitutional change must concur.

Section 2 **Proposals by other than Council.** In the event that the General Assembly or any voting member thereof proposes a Constitutional amendment, they must follow the following procedure:

- (1) Said amendment must be presented to the Council by a group representing at least 10% of the eligible voting members in the prior election.
- (2) Thereupon, the Council will be given one hundred twenty (120) days to review said proposed amendment.
- (3) The Council must then vote on said amendment and if it approves the amendment as in Article XII, Section 1, (1) above, then procedures XII, (1), (1-3) should be followed.
- (4) In the event that the Council does not make a recommendation to adopt said amendment and propose it to the General Assembly, and follow the procedures enumerated above, the proponent of said Constitutional amendment may take it directly to the Board of Trustees.
- (5) Thereupon, the Board of Trustees can call upon the Council to review the proposed amendment for a second time, within 30 days of the date the proposal is presented to the Board of Trustees.
- (6) In the event that the Council then makes a second recommendation declining to propose said amendment, the General Assembly may veto the Council's rejection of consideration of said Constitutional Amendment by either of the following procedures:
 - (a) If a majority (4) of the entire Board of Trustees recommends adoption of said Constitutional Amendment, and a two-thirds majority of the membership qualified to vote at a meeting for passage of the same vote in favor of said amendment, then it shall be adopted and the Constitution so amended.
 - (b) In the event that the Board of Trustees, by a majority of those present, recommends against said Constitutional amendment, in order to override the Board of Trustees' recommendation and that of the Council and to adopt the amendment, the vote required of

the General Assembly shall be three-quarters (75%) of the membership qualified to vote at a meeting held for said purpose.

ARTICLE XIII - INDEMNIFICATION

The Islamic Center shall indemnify and hold harmless all of the Board of Trustees, members and officers of Council, including its subsidiaries, from any and all damages, judgments, settlements, costs, charges, and expenses incurred by them in connection with the defense of any action; suit, whether pending or potential; administrative proceeding or any appeal therefrom in which any one or more of the above are made parties by reason of having been an Officer, Trustee or member of the Council of this organization.

This indemnification shall not extend to those instances of intentional misconduct.

The Council, by majority vote, shall, with the concurrence of at least 3 members the Board of Trustees, have the ultimate decision as to indemnification where intentional misconduct is alleged.

ARTICLE XIV - MISCELLANEOUS

All references made herein to the male gender apply equally to the female gender.

ARTICLE XV - EFFECTIVE DATE

The effective date of this Constitution shall be December 1, 1983. This instrument shall supersede all previous Constitutions enacted by this organization or its predecessors.

The original Constitution adopted and effective December 1, 1983 shall be amended effective January 1, 1986, January 1, 1997, and January 1, 2013. This document along with all amendments shall supersede all previous Constitutions enacted by this organization or its predecessors.

ARTICLE XVI - PARLIAMENTARY AUTHORITY

In the absence of any specific regulation in this Constitution and Bylaws, *Robert's Rules of Order Newly Revised*, shall be the parliamentary authority.