

In the name of Allah, the Beneficent, the Merciful

AMENDED CONSTITUTION
AND
BY-LAWS
OF THE
IMAM-E-ASR ISLAMIC SEMINARY, INC.
KNOWN AS
THE HOWZA ILMIYA WALIUL ASR (AS)
AND
THE IMAMBARGAH SHAH-E-NAJAF

5501 CHEROKEE AVE,
ALEXANDRIA, VIRGINIA 22312

In the name of Allah, the Beneficent, the Merciful
IMAM-E-ASR ISLAMIC SEMINARY, INC.
HOWZA ILMIYA WALIUL ASR (AS) AND
IMAMBARGAH SHAH-E-NAJAF
CONSTITUTION AND BY-LAWS
CHAPTER ONE: CONSTITUTION

Article I

The name of the organization shall be **The Imam-E-Asr Islamic Seminary, Inc.** It shall also be known as "**The Howza Ilmiya Wali-ul-Asr and The Imambargah Shah-e-Najaf**" ("**Hereinafter**" **The Howza**"). The Howza shall be located at such a **location within North Virginia area**, as the Board of Trustees may determine from time to time. The organization may have such other offices in other areas as may be designated by the Board of Trustees. The Howza Ilmiya will have a central office to maintain the record and to implement the Board of Trustees decisions and policies regarding the Howza.

Article 11

Incorporation

Section 1: The Howza is incorporated under the laws of the state of Virginia and shall have the structure, powers, and functions of a non-profit charitable religious educational corporation as delineated under Virginia statutes. When the need will arise Howza will be registered or incorporated in other States as well.

Section 2: The Howza Ilmiya shall have a corporate seal, which shall include the name of the corporation.

Section : The general management of the Howza and the ownership of all its properties shall be vested in the Board of Trustees. The Board shall have the same duties and powers as the directors of a duly incorporated organization. The Board of Trustees shall also be known as the Board of Directors of the Howza Ilmiya.

Article III

Rules

The following rules shall conclusively bind the corporation and all persons acting for or on behalf of it.

Section 1: All organs of the Howza shall function according to the Islamic Jafri Ithna Ashri Faith and under the direct guidance and supervision of the Jafri Ithna Ashri Allin or Alema, (Islamic scholar) who shall also act as the President of the Howza Ilmiya.

Section 2: No part of the net earnings of the Howza shall inure to the benefit of, or be distributed to its members, Trustees, officers, Ulama or other private persons except that the Howza shall be authorized or empowered to pay reasonable prevailing compensation for services rendered and to make payment and distribution in furtherance of the purposes set forth herein.

Section 3: A. The purposes for which the Imam-e-Asr Islamic Seminary Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501 (C) (3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue Law.

B: Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501 (C) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

C: In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (C) (3) and 170 (C) (2) of the Internal Revenue Code or corresponding section of any prior or future Internal Revenue Code, or the Federal, State, or local government for exclusive public purpose.

Article IV

Aims and Objectives

By providing Islamic education and by fostering strong Islamic ideology, Islamic identity, moral and ethics, the Howza Ilmiya aims to achieve excellence in

spiritual, and physical well being for its members. To achieve these goals, the Howza shall pursue specific educational, religious, socio cultural aims and objectives, including the followings.

- 1) To provide Islamic education and teach the religion of Islam as revealed in Holy Quran and taught by the Holy Prophet Mohammad (s) and his Holy Ahlaebait (as) to the member of the Howza.
- 2) To propagate the religion of Islam by conducting the majalis-e-aza and all other religious functions frequently and regularly on weekly bases as well as on specific occasions through out the year.
- 3) To publish newsletter, and to give sermons on different subjects, in order to promote religious, educational, socio cultural aspects of Islam.
- 4) To coordinate religious, socio cultural and educational activities with other Muslim organizations having similar aims and objectives.
- 5) To establish and maintain **Imambargah Shah-e-Najaf** in Northern Virginia/ Washington Metropolitan area for the purpose of carrying out all the above aims and objectives

Article V

Limitation of Trustees liability

Section 1: No member or the trustee of the Howza Ilmiya shall personally or otherwise be liable for any debt, liabilities or other obligation of the Howza unless and until one is involved with the fraud or embezzlement in the funds or in the properties of the Howza Ilmiya.

Section 2: All office holders of the Howza Ilmiya shall perform their duties and shall act selflessly for and on behalf of the Howza. To the extent permitted by law, each Trustee now or hereafter serving the Howza, and the respective heirs, executors and the administrators of each of them shall be indemnified by the Howza against all costs judgments or liabilities including attorney fees reasonably incurred or imposed upon him

or her in connection with any action, suit or proceeding, civil or criminal in which he or she is or may be made a party by reason of his or her having been such officer of the Howza. Such indemnification shall be made with respect to adjudication other than on the merits and shall extend to settlements and compromises. The Howza Ilmiya may carry liability policy to cover such cost.

However when any member, any official, or any other employee is expelled by the Board of Trustees from the Howza because of any disciplinary reason, the cost of his or her court actions against the Howza Ilmiya/ Imambargah or against the Board of Trustees will not be covered by the Howza Ilmiya.

Article VI

Amendments

These articles of the constitution as well as the articles from the chapter of the by-laws may be amended and /or new articles may be adopted provided that such articles are consistent with the provisions of the Federal and State laws, as well as with the rules, aims and objective of the Howza Ilmiya in the following manners. **Amendment shall be adopted only when both the Board of trustees and the membership approve it, each by two third majority votes.**

Section 1: A duly proposed amendment may be initiated by any of the following. Two third votes of the Board of Trustees or by a petition submitted to the Board of Trustees with the valid signatures of not less than forty % of the active vote eligible members of the Howza Ihniya.

Section 2: The Board of Trustees must approve or reject the duly proposed amendment by the membership, within three months of its receipt by the Board.

Within ninety days after the Board of Trustees approves the proposed amendment, the amendment shall be put for voting to the membership. The executive director, in mailing the ballots, shall specify the dates when all ballots must be received to be counted. If two thirds of the valid votes received are in favor of the proposed amendment, the proposed amendment shall be adopted.

Article VII
DISSOLUTION

The Howza Ilmiya shall be dissolved when the two third majority of the active members and the two third majority of the Board of Trustees decide to take that action in a special separate meetings specifically called for that purpose. Upon the dissolution of the Howza, the Board of Trustees, shall, after paying, or making provisions for the payment of all the liabilities of the Howza, dispose of all the assets of the Howza, exclusively for the purposes of the Howza in such a manner or to such Jafri Ithna Ashri Islamic organization or organizations, organized and operated exclusively for educational, religious, charitable purposes as shall at the time qualify for an exempt organization or organizations under section 501(c)(3) and 170 (C) (2) of the Internal Revenue Code of 1986, or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose. Any assets not disposed of shall be disposed of by the appropriate court of the county in which the principal office of the Howza is located, exclusively for such purposes or to such Tax exempt Islamic, Jafri Ithna Ashri organization as the said court shall determine, which are organized and operated for such purposes under United States Internal Revenue Code of 1986 Section 501 (C) (3) and 170 (C) (2).

CHAPTER TWO: BY-LAWS

ARTICLE I

Membership

Section 1:Qualifications. Any Eighteen years old adult, practicing, Jafri Ithna Ashri Muslim, Citizen or the Resident of the United States, irrespective of race, color, sex or national origin can apply to become a member of the Howza Ihniya. By applying for the

membership of the Howza, the applicant is demonstrating his willingness to sincerely abide by the Islamic Jafri Faith and also by the Howza Constitution, all its by-laws, rules and regulations, and to help the Howza Ilmiya in achieving all of its noble aims and objectives.

Section 2: Categories of membership.

Membership in the Howza shall consist of the following categories.

- (a) **Life Members:** The life members are those members who pay the prescribed life membership dues established by the Trustees.
- (b) **Active Annual Members:** The regular active membership is on an annual basis only. **The new member has to pay the dues for the entire calendar year, one month before he or she can vote,** while the established members may pay the prescribed dues each year either quarterly, semi annually or annually.

One month after being accepted as new member, all new members may vote on every matter presented to them by the Board of Trustees for decision, and may serve on its committees as established by the Board of Trustees. After the year 2001, all of the new members shall have one-year waiting period before they will be eligible for election to the post of Trustees.

- (c) **Student members.** Full time student of any educational institution can apply for honorary membership. **Honorary members are not entitled to vote or hold office,** although they can attend the annual meetings or serve on the committees established by the Board of Trustees. The yearly dues for the honorary members shall be 50% that of the active annual members.

Section 3: Duties of Membership: It shall be the duty of each member of the Howza to abide by all the by-laws, rules and regulations of the Howza and to keep on file with the central office an official address to which notices and other communications of the Howza may be sent. The mailing of a notice to this address shall be the extent of the Howza responsibility.

Section 4: Fees. Dues. And Assessment: All members shall pay initiation fees, annual dues, and special assessments as determined by the Board of Trustees. In special situations the Board of Trustees, because of the individual's financial difficulties may substantially reduce the annual membership dues for any particular family or individual for any category of membership, for a period of one year.

Section 5: General Application Procedures: Action on application for membership will be conducted in a timely manner by the Board of Trustees, but may be postponed for further information until applications are complete. The applicants shall be notified by the secretary of the Board of Trustees, of action on admission to membership. The Board may deny membership for any reason to any applicant.

Section 6: Voting by proxy: At any meeting of the members, weather regular or special, every active member who is entitled to vote, may vote by properly executed proxy in writing by the member or by his / her duly authorized attorney in fact.

Section7: Termination of the membership:

A) Delinquency - All members required by these bylaws to pay dues and/or assessments, shall become delinquent and nnable to vote upon failure to pay such dues or other fees or assessments within three months of their initial due's notification. If the dues and/or assessments are not paid within six months, after the notice has been given or after the start of the Islamic month of Moharram then the delinquent members shall be deprived of all the privileges of membership.

B) Discipline - The Board of Trustees may terminate, suspend, or otherwise restrict the membership of any Howza member or any of its officers any time during the year, if two third of the Board of Trustees find that the conduct of the member in question has been in knowing violation of the Constitution, the by-laws, rules or regulations adopted by the Howza or has been otherwise prejudicial to the best interest of the Howza. Without limiting the generality of the foregoing, the following shall be considered to be the examples of conduct or conclusive evidence of conduct that is prejudicial to the best interests of the Howza and therefore subject to disciplinary actions.

- (1) The person shall be removed of membership if he or she is convicted of moral turpitude unacceptable by the Islamic Shariah or is judged Mentally nonfunctional on chronic bases, or has ceased to be a follower of the Ithna Ashri Muslim faith;
- (2) Conviction of improper financial dealings involving the funds of the Howza;
- (3) Grossly immoral, dishonorable un-Islamic conduct.
- (4) Failure or refusal to cooperate reasonably with an investigation by the Howza of a disciplinary matter.
- (5) Participating in communications to the public that convey false, untrue, deceptive, or misleading information regarding the Howza through statements, testimonials, photographs, graphics, or other means, or that omit material information without which the communication would be deceptive.

C) Resignation -Notification of resignation shall be submitted in writing for action to the Board of Trustees. A member's resignation shall not relieve the member of any dues or special assessments owed at the time of the member's resignation. All privileges of a member shall terminate upon the acceptance of the resignation by the Board of Trustees.

[D) Reinstatement - Those Members terminated for delinquency reason only, shall be reinstated upon payment arrears in dues, fees, and assessments. Privileges of membership shall be restored upon reinstatement. Members terminated or expelled by the Board of Trustees from the membership of the Howza Ilmiya because of any reason cannot hold any office in the Howza for a period of five years.

Article II

Committees, and the Board of Advisors / Councilors

Section 1: Committee Appointment The president of the Board of trustees after consultation with the Board shall appoint committees to address specific areas and needs of the Howza and the Imambargah. The Board of Trustees shall determine the size and the term limit of the committees. While recommending the chair person and the members for each committee, the president shall consider sufficient expertise with the issues charged to the committees and adequate numbers of members required to conduct the business of the committee effectively. The committee appointments shall be for a period

of two to four years. The term of each committee shall expire with the election of the new president who will appoint new committees after taking office.

Section 2: Provisional Committees: The provisional committees may be appointed by the President or by the executive committee of the Board of Trustees when and as it becomes necessary to address a specific objective that is not included in the directive of existing committees or to advise the Board in general. The provisional committees shall be appointed for a period of one to two years.

Section 3: The standing Committees of the Howza Ilmiya and Imambargah Shah-e-Najaf. In order to serve the Momineen in the best possible manners, the Howza and the Imambargah will have following standing Committees.

- 1) Executive Committee of the Board of Trustees.
- 2) Board of Advisors and Councilors (Chairpersons of all the Committees).
- 3) Islamic Education and Library Committee
- 4) Azadari committee (for Majalis and other religious functions)
- 5) Think tank and long range planning Committee
- 6) Community advancement and Human services committee
- 7) Medical Education Committee
- 8) Youth Committee
- 9) Ladies Committee
- 10) Building and ground committee
- 11) Funeral Committee
- 12) Tabligh, communication and public relations Committee

The President of the Board of trustees shall appoint chairperson of each Committee. The Chairperson after consultation with the President of the Board will select additional members for his or her Committee.

Each Committee will perform its specific functions and will work within the guidelines established by the Committee for itself in consultation with the Board of Trustees. Each committee will inform the Board of Trustees the time frame within which the plans and the decisions of the committee will be implemented, approximate cost of the recommended plan and how the funds for the implementation of the plan will be raised. Each Committee will execute its plans only after the Board of Trustees acceptance of its recommendations.

Each Committee will consist of five to seven Howza / Imambargah members and will make its decision by simple majority vote. Chairperson of the Committee will have one additional vote in case of tie. Fifty% of the Committee's members when attending the meeting will constitute the quorum. Each Committee will hold its meetings at least once in every three months, will have written agenda for the meeting and will keep the minutes of its meetings. Within a week after the meeting, the signed

copies of the minute will be forwarded to the secretary and the President of the Board of Trustees for review and final recommendations.

Article III

Officers of the Howza: [Executive Committee of the Board of the Trustees]

Section 1: The officers of the Howza shall consist of the following:

- 1) President.**
- 2) Vice President;**
- 3) Secretary or the Executive Director**
- 4) Treasurer**
- 5) Mutawalli and The Member at Large**

Section 2: President: The president of the Howza shall be an Afun or an Alema and shall be elected by the Board of Trustees every ten years from among themselves by two third majority votes and shall act as the leader of the Howza in all its affairs. The president shall preside at all the meetings of the Howza general membership, the Howza Board of Trustees meetings, and the Howza Executive Committee meetings. In addition, the president shall perform all duties incident to the office of the president as well as set all the policies and guidelines and will make decisions for the smooth and effective functioning of the Howza. Any or all of the executive decisions made by the president and all his Filibuster can be over ruled by the two third majority votes of the Board of Trustees and or by the Executive Committee. The president shall be a voting member of all the committees of the Board of Trustees and shall countersign minutes of all the meetings. The president shall jointly sign with the vice president or secretary or the treasurer any arrangements or contracts entered on behalf of the Howza Ilmiya. The president shall also countersign all the checks over one hundred dollars.

In the absence of the president or if the president resigns or is unable to fulfill the duties of the office as determined by the majority vote of the Board of Trustees, the vice president shall take over the duties of the president.

Section 3: Vice President: The vice president shall also be an Alim or Alema and shall be elected every ten years by the Board of Trustees from among them by two third majority votes. The vice president shall take office along with the President after the election. The vice president shall assist the president in performing his duties. The vice president shall also perform such other duties as may be assigned to him or her by the president.

If the vice president is unable to perform the duties of the office as determined by the majority votes of the Board of Trustees, then the new vice president will be appointed by the Board of Trustees by a two third majority votes to fill the remaining term of the outgoing vice president.

Section 4: Secretary: The Board of trustees from among themselves shall elect the secretary for a period of two years. He shall in consultation with the president, prepare the agenda of the meetings, shall send minutes of the meeting to all the members of the Board of Trustees, shall attend to giving and serving all notices. The secretary shall be responsible for maintaining all the records of the Howza and Imambargah, the list of its current members, and for preparing the minutes of the Board meetings and shall perform such other duties and exercise such other authority as shall be determined by the Board of Trustees or by the president. He shall act as Master of Ceremonies in the religious or in the annual meetings of the Howza.

Section 5: Treasurer. The treasurer will be responsible for all the financial aspects of the Howza and Imambargah, and will be elected by the Board of trustees from among themselves for a period of two years. The treasurer shall have custody of all funds and the securities of the Howza, shall sign all receipts, vouchers and checks on behalf of the Howza, and shall keep detail accounts of assets and debts, of the cash and checks received from the membership and the expenses done on behalf of the Howza Ihniya. He shall also present the audited report of the Howza and Imambargah accounts to the members in the annual meeting of the Howza Ihniya.

The secretary / treasurer duties may be performed by the same person. If need arise, these duties may also be performed by the president or vice president.

Section 6: Mutawalli and the Member at Large. This Board member will be responsible for the up keep and the general maintenance of the Imambargah building. He will also be responsible for the phone, answering machines, the audio video systems as well as for the opening and closing of the Imambargah for all its functions. In addition he will also perform such other duties as may be assigned to him by the President of the Board of Trustees.

Article IV

Board of Trustees

Section 1: The number of the Board of Trustees shall be five, but this number may be increased or decreased as determined from time to time by the Board.

Section 2: Duties and Responsibilities The Board of Trustees shall hold in trust all the properties of the Howza. The duties and the responsibilities of the Board of Trustees shall be those ordinarily performed by a Board of Directors of a non-profit, charitable, religious corporation. These shall include:

- 1) To transact all business of the Howza that is required to uphold the constitution and carry out the mission of the organization,
- 2) To manage and monitor the progress of the Howza and raise necessary funds *I* revenue for the adequate functioning of the Howza;
- 3) To manage, control, and conserve the real properties and funds of the Howza,
- 4) To fix dues and assessments for members;
- 5) To adopt rules and regulations for membership in the Howza in accordance with the by-laws and act on membership applications;
- 6) To be responsible for and develop mechanisms to carry out planning and policy development for the Howza;
- 7) To establish, monitor, and terminate, if indicated, any of the Howza organizational entities including editorial Board, Board of publications, and to make new appointments

to such entities in accordance with these bylaws and in accordance to the new policies adopted by the Board of Trustees.

8) To appoint members to all standing committees and to approve appointments to provisional committees and to the Board of Advisors;

9) To reflect and present official Howza policy in public; to represent the Howza differing constituencies and to maintain ongoing relations with other Muslim and non Muslim religious organizations and the public;

10) To have the authority to remove any member, any officer, any employee of the Howza or any member of the teaching staff of the Howza or Imambargah for any cause that shall be deemed sufficient in the judgment of the Board of Trustees in accordance with the procedures for the termination of membership set forth previously;

11) To have full power to foster publications and contributions to religious literature in connection with the promotion of the mission and goals of the Howza;

12) To have the authority to transact all business not otherwise provided for in these bylaws that may pertain to the Howza Ilmiya or its related properties, and to promulgate such rules and regulations as it deems necessary to carry out the duties and intentions of these bylaws.

Section 3: Meetings of the Board of Trustees: All of the decisions of the Board of Trustees shall be decided by the simple majority vote of those present in the meeting or voting by proxy, until there is a filibuster by the president or otherwise specified by these bylaws. The Board of Trustees can over ride the executive order of the president of the Howza or his filibuster by two third majority votes. The president of the Howza shall designate the time and place of the regular meetings of the Board of Trustees. The Secretary of the Howza for each regular meeting will give fifteen days prior notice. Special meetings of the Board may be called by the president or upon the written request made to the president by three other members of the Board. The purpose of a special meeting shall be stated with the notice. Notice of any special meeting of the Board of Trustees shall be given at least seven days prior there to. The notices of the regular and special meetings shall be in writing and shall be delivered to each trustee by any acceptable means of communication. If agreed by the Board of Trustees, then the notices

of the meetings may also be given verbally over the phone or conveyed through the Internet.

Majority of the Board members, and the president, when present shall constitute a quorum for the properly called meeting of the Board of trustees for the transaction of Howza business. The president shall be counted in determining a quorum. Except as may otherwise be provided in the constitution or by-laws, simple majority vote of the members of the of the Board of Trustees in attendance at a meeting at which a quorum is present shall be required for Board of Trustees action. All members of the Board of Trustees shall have the equal right to vote. The President shall have one additional vote in the event of a tie.

Section 4: Action of the Board without traditional meeting. Any action by the Board may be taken without holding the traditional meeting, if majority of the Board members, consent to its adoption. Any member of the Board of Trustees may participate in a meeting of the Board of Trustees by telephone conference call so that all members may hear each other at the same time. The Board may also hold its meetings through teleconferences using other current technologies.

Section 5: Voting by Proxy: At any meeting of the Board of Trustees or at any of its committee's meeting, any member of the Board is entitled to vote by proxy executed in writing by the Trustee or his/her duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Trustee executing it except as otherwise provided by law.

Section 6: Resignation: Any member of the Board of Trustees may resign by submitting a letter of resignation to the president or to the Secretary/ executive director of theHowza.

Section 7: Executive Committee: There shall be an executive committee of the Board consisting of the president, vice president, the Secretary, the Treasurer and the Mutawalli of the Howza Ilmiya. The committee shall meet periodically to carry out the Board responsibilities and the business of the Howza in between the annual meetings of the Board of Trustees and in accordance with the Board of Trustees policy and to the

extent authorized by these by-laws and applicable provisions in the State Law. The duties of the executive committee are to uphold the constitution of the Howza and perform other duties as prescribed by these bylaws. The executive committee after consultation with the president shall appoint all the standing as well as all the provisional committees of the Board of Trustees that shall provide oversight to all the Howza activities. The president shall preside at all the executive meetings. In his absence, the vice president shall preside the meeting. Minutes of the meetings of the executive committee shall be kept and shall be circulated to all the members of the Board of Trustees. Until otherwise specified in these by-laws, all the decisions of the executive committee will be made by simple majority votes, the president will have one additional vote in the event of tie. All the action of the executive committee will be subject to the review and final approval by the Board of Trustees as a whole. If no objection is raised by the Committee of the whole within three months, then the decision of the executive committee will be considered as final.

The executive committee shall review the recommendations of all the other committees of the Howza and shall accept or modify those recommendations. Majority members of the executive committee when present or voting by proxy shall constitute a quorum of the executive committee meeting for the transaction of the business. No transaction of business will be done by the executive committee with out the presence of the president or that of vice president.

Section 8: Election of the Board of Trustees. All the members of the Board of Trustees shall be elected from among the life or active members of the Howza Ilmiya, by the majority votes of the active voting members of the Howza. **Two members or about forty percent of the Board of Trustees elected shall be from among the Jafri ulama (Islamic clergy), and these members will be elected every ten years. The remaining three trustees shall be elected every two years.** All members of the Board of Trustees shall be well educated, Muttaqi, Shariah abiding, active voting members of the Howza Ilmiya Organization. After being elected each Trustee will take oath of his office to selflessly serve the Howza, to uphold and abide by the constitution and by-laws of the Howza Ilmiya and to work actively as a team member to achieve all the goals of the Howza Ilmiya and Imambargah Shahae Najaf. **Every Board member may stand for re**

elections five more times. The Board of Trustees shall have the authority to refrain from filling a vacancy on the Board for any given period of time, depending upon the needs and the circumstances of the time and subject to the further provision of these by laws.

Section 9: Procedure for the election of the Board of Trustees.

During the election year, the nominating committee consisting of two Board members and appointed by the President shall nominate individuals for the position of Trustees based on their commitment to the Howza, their knowledge, taqwa and their other experiences. The nominations will be completed three months before the annual meeting. The nominating committee may nominate two additional individuals more than the number of vacancies on the Board of Trustees.

The nominating committee shall present the slate of nominations to the committee of the whole Board or to the executive committee, which shall approve or disapprove, add or delete, any or all of the individuals on the nominating slate. Once scrutinized and approved by the executive committee or the whole Board, the nomination shall be presented to the entire voting membership for voting by ballot within thirty days. The voting shall be complete within thirty days after mailing of the ballots. Those candidates receiving majority votes on the due date shall be declared winners one month prior to the annual meeting and shall take office at the beginning of the same. At that time, the term of the outgoing members shall expire. The individuals not scrutinized and recommended by the executive committee shall not qualify to stand for election.

Article V

Annual Meetings of the Members and the Special Meetings.

Section 1: Annual Meeting of the Members. The Annual Business and general meeting of the members of the Howza shall be held each year. The Board of Trustees shall determine the time, date and place for this annual meeting, at least two months in advance of the annual meeting. The annual meeting shall be held any time in the third

quarter of every calendar year. The reports on the general and the financial activities of the Howza will be presented to the membership during the annual meeting.

Section 2: Notice of the Meeting: A written or printed notice in the form of a letter or through any other acceptable means of communication stating the place, day, and hour of the annual business meeting shall be sent to all active members by regular mail or by E mail, at least one month before the date of the annual meeting. Howza members may waive notice of any meeting.

Section 3: Agenda of the annual meeting.The executive committee shall prepare the agenda for the annual business meeting. Items to be included on the agenda at the signed request of the forty active vote casting members of the Howza must be submitted to the secretary and the executive director of the Howza in writing at least fifteen days before the meeting for recommendation and approval by the executive committee. Items, which are received from the members to be included in the agenda after the above dead line, or the items not recommended by the executive committee shall not be presented in the annual meeting for consideration or discussion.

Section 4: Quorum. Forty eligible members of the Howza including the majority members of the Board of Trustees, the president or the vice president when present shall constitute a quorum for the transaction of the business at any annual meeting of the Howza. In the event that the quorum is lacking, then the Board of Trustees may decide to convert the annual meeting into a regular board meeting and conduct the business accordingly.

Section 5: special meetings of the Howza members: The Board of Trustees or its executive committee may call a special meeting of the members of the Howza for such time and place as it may designate. A special meeting may also be called at the written request of the forty percent of the active members of the Howza entitled to vote at such a special meeting. A notice of not less than seven days shall be given to the members prior to the special meeting. Such notice shall designate who called the meeting and the purpose or purposes thereof. No business shall be transacted other than that specified in the notice. Majority of the voting members as well as majority of the Trustees, including

the President or the Vice President when present will constitute the quorum for the special meeting of the Howza members.

Article VI

Impeachment of the President of the Board of Trustees

The President of the Board of the Howza Ilmiya may be impeached (removed) from his office at any time because of gross incompetence, mismanagement of the Howza Ilmiya funds or obvious un-Islamic immoral conduct, by the combined two third majority votes of the board of trustees and the two third majority votes, including the proxy votes of the general membership in separate special meetings called for such purpose.

Article VII:

The Fiscal Year

The fiscal year of the Howza for the budget purpose shall be from January 1st through December 31st of each calendar year. For the purpose of the terms of office of the elected Trustees of the Howza, the year will be from July 1st through June 30th during the year of election or until the time of the annual meeting. For the purpose of the membership, it will start from first Moharram of the Islamic calendar each year.

Article VIII

Contracts, Checks, Deposits, Indemnification and audits

Section I: Contracts, Checks, Deposit and Indemnifications: All these acts will be carried out in the official name of the Howza. Only the members of the Executive Committee of the Board of the Howza Ilmiya are the officials, who are entitled to perform these functions on behalf of the Howza Ilmiya. Until otherwise specified, in order to be valid, signatures of the president and one other official of the Howza will be required on these documents.

Section 2: Audits. The accounts of the Howza Ilmiya and Imambargah shall be audited every calendar year. The auditor's report shall be completed one month before the annual meeting and will be presented by the treasurer to the general membership during the meeting.

Article IX

Arbitration and the Resolutions of disputes

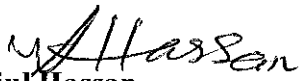
Any case, suit or action brought by the member or members or member employ of the Howza against the Howza or Imambargah and its Board of Trustees, or in case of dispute between members of the Howza and its Board of trustees, or in the case of serious disputes between the officials of the Howza, and if the dispute can not be resolved mutually between the parties concerned, through the Howza constitution and these bylaws, then a religious court consisting of three Jafri ulama will be formed, that will hear the case under Shari oath, from two Momin representatives of each party. While remaining within the guidelines given in this constitution and these bylaws, the religious court by simple majority will give the decision soon after hearing the case from each side. The decision of this religious court will be binding on all the parties concerned and shall not be subject to consideration by any outside judicial or arbitration body.

All the written grievances / complaints will be promptly taken care of and if not satisfactorily resolved by the Board of Trustees, then the case will be presented to the religious court within six months after the written receipt of the complaints.

Above revised Constitution and the by-laws were unanimously approved on Friday, August 31st 2001 in the special meeting of the members of the Imam-e-Asr Islamic Seminary Inc. and the Imambargah Shah-e- Najaf.

President of the Board of Trustees

Syed Sirajul Hassan



8/31/2001