



## **BYLAWS OF THE ISLAMIC EDUCATION CENTER OF PENNSYLVANIA (IECPA)**

A Pennsylvania Nonprofit Corporation  
(Non-Membership)

### **PREAMBLE**

We, the Muslims of Pennsylvania, do hereby proclaim the establishment of the Islamic Education Center of Pennsylvania (herein sometimes referred to as the “Corporation” or “IECPA”), so that collectively we all can: practice our faith of Islam, preserve and perpetuate religious and cultural heritage, and uphold ethical and intellectual pursuits. To this effect, we hereby set forth and enact the following Bylaws governing the IECPA, which shall be binding on each and all of us, in totality, until and unless properly amended by the provisions herein.

So help us Allah. Ameen!

### **ARTICLE I – PURPOSE**

The Corporation shall be organized and operated for the following purposes:

- I.1 To qualify and operate as a domestic nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”);
- I.2 To qualify and operate as a nonprofit, charitable, religious, educational tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities that the following types of organizations are not permitted to carry on: (a) organizations exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c) of such Code, and/or (b) organizations, contributions to which are deductible under Sections 170(c)(2), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code.

- I.3 To maintain the basic character of the IECPA to remain Islamic at all times;
- I.4 To please Allah through adhering to the Quran and Sunnah;
- I.5 To foster the interest of Muslims and the religion of Islam;

- I.6 To preserve and perpetuate Islamic traditions and Islamic cultural heritage;
- I.7 To facilitate a greater and better understanding and relations amongst Muslims and between people of other faiths;
- I.8 To provide various services to the Muslim and non-Muslim community in the area, especially religious, educational, charitable, social and cultural services;
- I.9 To disseminate Islamic teachings and social news of redeeming value in the community by utilizing printed publications and various mass media, as may be deemed fit and necessary;
- I.10 To maintain and operate the IECPA;
- I.11 To establish and maintain a library especially devoted to Islamic manuscripts, literature and historical materials;
- I.12 To find ways and means for raising funds to finance the activities of the IECPA;
- I.13 To institute ways and means to cooperate with other Islamic organizations;
- I.14 To do everything reasonably necessary or appropriate for the accomplishment of the foregoing purposes.

## **ARTICLE II- OFFICES**

- II.1 Registered Office. The registered office of the Corporation shall be 6635 Tilghman Street, Allentown PA 18106;
- II.2 Other Offices. The Corporation may also have offices at such other places as the Board may select and the activities of the Corporation shall require.

## **ARTICLE III- MEMBERS**

- III.1 Membership. The Corporation shall have no members.

## **ARTICLE IV – DIRECTORS**

- IV.1 Powers. The business and affairs of the Corporation shall be managed by its Board of Directors (the “Board”). The Board shall have all powers and duties for the conduct of the

activities of the Corporation except as otherwise required by these Bylaws or a resolution duly adopted by the Board;

IV.2 Qualifications of Directors. Each Director shall be a known practicing Sunni Muslim individual of full age, a United States citizen or permanent resident, and domiciled within twenty-five (25) radial miles of the IECPA for the past three (3) years with active participation with IECPA for the past one (1) year. Each Director shall possess one or more of the following qualifications:

- (a) Financial reporting and accounting skills;
- (b) Understanding of nonprofit operations and legal matters;
- (c) Management and administration skills, preferably in nonprofit organizations;
- (d) Project planning, strategy, growth and execution knowledge;
- (e) Contract negotiations, construction and facilities maintenance knowledge; or
- (f) In-depth knowledge of the IECPA community.

Exceptions to the above qualifications shall be made by the Board on a case-by-case basis with unanimous consent of the Board.

No Director may be a current employee of the Corporation or an immediate family member of an employee of the Corporation. "Immediate family member" shall mean father, mother, brother, sister, sibling or spouse.

Existence of all qualifications shall be determined in the sole discretion of the Board.

IV.3 Number, Election, Term. The number of directors shall be not fewer than five (5) nor more than seven (7), as determined by the Board. Except as otherwise provided herein, each director shall be elected by the Board by plurality vote for a five (5) year term and until their successor shall be elected and shall qualify, or until his earlier death, resignation or removal in accordance with these Bylaws. Whenever the Board decides to increase the number of Directors, such additional Directors may be elected at any regular, special or annual meeting of the Board;

IV.4 Existing Board; Term; Term Limit and Staggered Board.

- (a) The existing Board consists of five (5) directors. The Board shall assign terms to each of the existing directors, commencing 2023, with two (2) members being assigned a term of three (3) years and three (3) members being assigned a term of five (5) years.
- (b) The term of the two (2) members with a three (3)-year term shall expire in 2025 and the term of the three (3) members with a five (5)-year term shall expire in 2027. Thereafter, at the annual meeting taking place at each fifth anniversary of the 2025 expiration and each third anniversary of the 2027 expiration, the Board shall elect replacement Board members for terms of five (5) years.
- (c) Directors may serve two (2) consecutive terms and then must take a two (2) year break in order to be eligible to be appointed again.

- (d) At any time that the Board increases the number of Board members to seven (7), the Board shall also indicate the terms of such members to ensure a staggered Board; provided that, such term shall not exceed five (5) years.
- IV.5 Removal. Any Director may be removed from the Board, without the assignment of any cause, by a vote of a majority of the Board at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. The Director whose removal is being considered shall not have a vote in the matter. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure needs to be followed;
- IV.6 Quorum. A majority of all Directors, present in person at any duly convened meeting, shall be necessary to constitute a quorum of the Board. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws. The Directors present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. If a meeting cannot be organized because there are not enough Directors (at least 50%) to form a quorum, those present may adjourn the meeting to such a time and place as they may determine. Those who attend the second adjourned meeting, even if less than a quorum, shall constitute a quorum for the purposes of acting upon any matter set forth in the notice of the meeting, provided that written notice of said meeting is given to the Directors stating that a quorum will be established based on Directors who attend, and such notice is given at least ten (10) days prior to the meeting;
- IV.7 Vote. Each Director shall be entitled to one (1) vote;
- IV.8 Compensation. The Board shall receive no remuneration for acting as such. However, each member of the Board may be entitled to reimbursement for reasonable expenses incurred in furtherance of the business of the Corporation.

## ARTICLE V- OFFICERS

- V.1 Positions, Election, Term. The officers of the Corporation shall include a President, a Vice-President, Secretary and Treasurer, and such other officers whose positions shall be created from time to time by the Board (collectively the “Executive Committee”). Each officer shall be a known practicing Sunni Muslim individual of full age, a United States citizen or permanent resident, and domiciled within twenty-five (25) radial miles of the IECPA. A person may hold more than one office except that the same person may not be President and Secretary. The officers shall be appointed by a plurality of the Board at the annual meeting of the Board and shall serve for a term of one (1) year and until their successor is elected and qualified. A Director may also serve as an officer;
- V.2 Consecutive Terms. Officers may be elected for consecutive terms;

V.3 Duties. The duties of the officers shall include the following:

- (a) The President shall preside at all meetings of the Board and Executive Committee; shall generally supervise the business of the Corporation; and shall execute documents on behalf of the Corporation. The President shall be an ex-officio member of every Corporation committee, and shall have general powers and duties of supervision and management typically vested in the office of President.
- (b) The Vice President shall act in all cases for and as the President in the President's absence or incapacity, and shall have such powers and perform such duties as the Board may prescribe or as the President may delegate.
- (c) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board; shall assure that appropriate notice is given for all meetings of the Board; and shall perform such other duties as may be prescribed by the Board or by the President.
- (d) The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board or by the President.

V.4 Removal of Officers. Any officer may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of the Corporation or any person so removed;

## ARTICLE VI- COMMITTEES

VI.1 Establishment. The Board, by majority vote, may establish one or more committees and assign a Board member as a liaison to the committee. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following.

- (a) The filling of vacancies on the Board.
- (b) The adoption, amendment or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution of the Board.
- (d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.
- (e) Execution of contracts binding the Corporation.

VI.2 Appointment of Members. Unless otherwise determined by the Board, or set out in these Bylaws, the Board shall appoint members of all committees. Each committee shall serve based on the guidance from the Board;

VI.3 Creation and Composition of Advisory Boards. The Corporation may, in its discretion, establish Advisory Boards which may include as members persons who are not members of

the Board. Such Advisory Boards shall have no power to bind the Corporation and shall have only such responsibilities and duties as delegated to it by the Board or the President;

## ARTICLE VII- RESIGNATION AND VACANCIES

- VII.1 Resignations. Any Director or officer may resign such a position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation. The acceptance of the resignation shall not be required to make it effective;
- VII.2 Vacancy by Declaration. The Board may declare vacant the office of a Director if he/she is declared incapacitated by an order of court or is convicted of a felony, or if within sixty (60) days of notice of his/her selection to the Board, he/she does not accept such selection;
- VII.3 Filling Vacancies.
- (a) If the position of any Director becomes vacant, by an increase in the number of Directors, or by reason of death, resignation, and disqualification or otherwise, the Directors in office may choose a person or persons who shall hold office for the remaining term.
  - (b) If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, and disqualification or otherwise, the Directors in office may choose a person or persons who shall hold office for the remaining term.

## ARTICLE VIII- MEETINGS AND NOTICE

- VIII.1 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if all Directors consent to such action, and said consent is filed with the Secretary of the Corporation;
- VIII.2 Annual Meeting. The annual meeting of the Board shall be held as determined by the Board;
- VIII.3 Regular Meetings. Regular meetings of the Board shall be held as determined by the Board;
- VIII.4 Special Meetings. Special meetings of the Board may be called by the President or by one quarter (1/4) of the Directors at any time. A least five (5) days' notice stating the time, place and purpose of any special meeting shall be given to the Directors;
- VIII.5 Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at any adjourned meeting, other than by announcement at the meeting at which such adjournment is taken;

- VIII.6 Teleconference Meetings. Provided that all other Directors consent, one or more Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section VIII.6 shall constitute presence in person at such meeting;
- VIII.7 Place of Meetings. Meetings may be held at such place as the Board may from time to time determine, physical and/or virtual;
- VIII.8 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by facsimile transmission or electronic mail, to that person's address (or facsimile number or e-mail address) appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail for delivery to such person, or in the case of facsimile or electronic mail, when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws;
- VIII.9 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened;
- VIII.10 Electronic Mail. Any written communication or signature required or permitted by these Bylaws or the Act, including a unanimous written consent, shall be valid if sent and received by electronic mail.

## ARTICLE IX- LIABILITY AND INDEMNIFICATION

- IX.1 General Rule. A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his duties as Director, including his duties as a member of any committee of the Board upon which he may serve, in good faith and in a manner he reasonably believes to be in the best interest of the Corporation. To the fullest extent permitted by law, a Director, employee, agent, advisor or volunteer of IECPA shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action unless:
- (a) The Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in the Act and any amendments and successor acts thereto; and
  - (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

- IX.2 Indemnification. The Corporation shall indemnify any officer, Director, and may indemnify any employee or other representative of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (other than a proceeding by, or in the right or, the Corporation) by reason of the fact that such person is or was a representative of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in a good faith and in a manner he or she reasonably believed to be in, or not opposed, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness;
- IX.3 Procedure. Unless ordered by a court, any indemnification under Section IX.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:
- (a) By the Board by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
  - (b) If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors direct, by independent legal counsel in a written opinion.
- IX.4 Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding shall, in any case required by Section IX.2, and may, in any other case, be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled do to be indemnified by the Corporation;
- IX.5 Continuing Right To Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person;
- IX.6 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.





## **ARTICLE X- BOOKS AND RECORDS**

- X.1 The Corporation shall keep an original or duplicate record of the proceedings of the Board, the original copy of these Bylaws, including all amendments thereof, certified by the Secretary of the Corporation. The Corporation shall also maintain a register, giving the names of the Board and their respective addresses. The records stated herein shall be kept in a safeguarded place at the registered office of the Corporation;

## **ARTICLE XI- TRANSACTIONS OF BUSINESS**

- XI.1 Purchases of Real Property. The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of majority of the Directors;
- XI.2 Incidental Profit. Whenever the lawful activities of the Corporation involve among other things the charging of fees for its services or products, it shall have the right to receive such income and make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the activities of the Corporation;
- XI.3 Signatures. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board may from time to time designate;

## **ARTICLE XII- AMENDMENTS**

- XII.1 The Articles of Incorporation of the Corporation and the Bylaws may be amended by a majority of all Directors at any duly convened meeting of the Board after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby;

## **ARTICLE XIII- DISSOLUTION**

- XIII.1 Upon dissolution of the Corporation, all the proceeds, after payment of all outstanding debts, shall be transferred to a bona fide registered Islamic, nonprofit, religious and charitable organization registered under the section 501 (c) (3) of the Internal Revenue Code;

## **ARTICLE XIV- MISCELLANEOUS**

- XIV.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end the last day of December;
- XIV.2 Conflicts of Interest. The Board shall adopt a policy on dealing with conflicts of interest;
- XIV.3 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling;
- XIV.4 Corporate Seal. The corporate seal of the Corporation shall be in circular form and shall bear the name of the Corporation and the words “Corporate Seal, Pennsylvania,” and shall be kept with the Secretary of the Corporation;
- XIV.5 Dispute Resolution.
- (a) Good faith effort: In any dispute, controversy or claim between the advisors, employees, volunteers, attendees or any other party affiliated with IECPA, other than the Board (collectively, the “Disputing Parties”) or with IECPA, whether relating to the activities of the Corporation or relating to a cause for legal action, including, but not limited to redress from any civil court (the “Controversy”), the Disputing Parties shall cooperate in good faith to resolve the Controversy for the benefit of IECPA.
  - (b) Mediation: If the Disputing Parties cannot resolve the Controversy between themselves, it shall be brought to the attention of the President of the Board of Directors in writing. Within sixty (60) days of such notice, the President of the Board of Directors shall either mediate the Controversy between the parties or appoint a mediator(s) to resolve the dispute.
  - (c) Arbitration. In the event such Controversy is not resolved to the satisfaction of the Disputing Parties through Mediation, then the matter shall be submitted to legally binding arbitration. The arbitrator(s) shall be chosen from a Panel of Arbitrators selected by the Board. The Disputing Parties shall each select one arbitrator from the Panel of Arbitrators, and the two previously selected arbitrators shall select the third arbitrator from the Panel of Arbitrators. Such arbitration shall proceed in accordance with laws of the Commonwealth of Pennsylvania.
  - (d) Dispute Involving the Board of Directors. In the event of any controversy involving the Board of Directors, including between the Board members (the “Board Controversy”), the involved Board members shall cooperate in good faith to resolve the Board Controversy for the benefit of IECPA. If such parties cannot resolve the Board Controversy between themselves, it shall be brought to the attention of the Imam of IECPA in writing. Within sixty (60) days of such notice, the Imam shall either mediate the Board Controversy, or if he so chooses, or if the Board members object to the Imam’s serving as mediator, then the Imam shall appoint a mediator(s) to resolve the dispute. If the Board Controversy is not resolved to the satisfaction of the involved parties, through mediation, then the matter shall be submitted to legally binding arbitration. The arbitrator(s) shall be chosen by the members of the Board of Directors not involved in the Controversy and if that is not possible, then the arbitrator(s) shall be chosen by the Imam of IECPA. Such arbitration shall proceed in accordance with the terms set forth by the selected arbitrator(s).
  - (e) Sole Remedies. Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. The parties understand that these methods shall be the



sole remedy for any controversy, claim, or dispute arising out of these Bylaws or any activity of IECPA and they expressly waive their rights to file a lawsuit in any civil court against one another for such controversies, claims or disputes, except to enforce an arbitration decision.

**Adopted, as of:** Modified: January 30th, 2023