

IN THE NAME OF GOD, MOST MERCIFUL AND COMPASSIONATE

MUSLIM BAR ASSOCIATION OF NEW YORK

BYLAWS

**ARTICLE I
NAME**

The organization is a New York not-for-profit corporation and shall be called the Muslim Bar Association of New York, Inc. (hereinafter “MuBANY” or the “Association”).

**ARTICLE II
OBJECTIVES**

The objectives of the Association include:

- To organize and represent Muslim legal professionals in the New York area and to advance the goals, needs and interests thereof;
- To improve the position of the Muslim community at large by addressing issues affecting the local and national Muslim population, educating the local and national community about matters affecting the Muslim community, advancing and protecting the rights of Muslims in America, and creating an environment that helps guarantee the full, fair and equal representation of Muslims in American society;
- To facilitate communication and the sharing of resources among Muslim legal professionals, promote education on issues relevant to Muslim attorneys, and take all other steps necessary to further the professional development of Muslim legal professionals in the New York area;
- To promote Muslim participation in American executive, legislative, and judicial decision-making processes;
- To encourage entry into the legal profession for Muslim men and women; and
- To assist law student Members in the furtherance of their legal careers and in their continued involvement in this Association.

In pursuing these objectives, the Association shall have the powers to do all things necessary, proper, and consistent with maintaining its tax-exempt status. The Association shall endeavor to work with other organizations regardless of racial, national, or religious background to realize these objectives.

**ARTICLE III
MEMBERS**

Section 1. Membership. The Membership of the Organization shall consist of Regular Members, Law Student Members, Associate Members, and Honorary Members.

a. **Regular Members.** A Regular Member shall consist of any person who is licensed to practice law in any State, Territory or District of the United States of America and who either resides or practices in the State of New York. Regular Member in good standing are entitled to all the rights and privileges of the Association including the right to vote and hold office.

b. **Law Student Members.** A Law Student Member shall consist of any student who is in good standing at an accredited law school in the United States of America. Law Student Members in good standing are entitled to all the rights and privileges of the Association except for the right to vote or hold an elected position within the Association.

c. **Supporting Members.** A Supporting Member shall consist of any person who supports the purpose, mission, vision and values of the Association and who does not qualify as a Regular or Law Student Member (i.e. paralegals, compliance professionals, foreign attorney, legal operations specialists, etc.). Supporting Members in good standing are entitled to all the rights and privileges of the Association except for the right to vote or hold an elected position within the Association.

d. **Honorary Members.** Any person may be elected to honorary membership by the Board for distinguished public service or eminence in the law. Honorary Members shall pay no dues and are entitled to all the rights and privileges of the Association except for the right to vote or hold an elected position within the Association.

Section 2. Membership Application and Dues. Any person meeting the requirements of Section 1 above shall become a Member of the Association upon completion of a membership application and payment of dues. Notwithstanding the foregoing, however, the Board reserves the right to review membership applications and, with a supermajority vote, deny membership.

Dues shall be required on an annual basis. Membership dues for prospective members can be waived for hardship reasons upon application to the Board. Law Student membership dues shall be waived for their first year of membership in the Association.

Section 3. Removal of a Member. Any Member may be expelled or censured for cause upon a super-majority (one more than a majority) vote of the Board at a Board meeting upon a determination that the Member's actions are detrimental to the objectives of the Association.

Written notice of the intention to expel or censure and reasons therefore shall be provided to the affected Member at least thirty (30) days prior to the meeting date. Electronic means of communication to the last known email address as appears on the membership rolls shall constitute such notice. No Member shall be expelled or censured without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Any Member so removed may re-apply for

membership in the Association no less than six months after the date of removal. Such application is subject to approval by the Board.

Section 4. Annual General Meeting. The Association shall call an Annual General Meeting to conduct elections, present the Annual Report and conduct other organizational business. The Annual General Meeting shall take place at a location as determined by the Board. Notice of the Annual General Meeting must be provided not more than fifty (50) and no less than (10) days before the Annual General Meeting.

Section 5. Special Meetings. Special meetings may be called to discuss matters of concern to the membership. Special meetings of the Members may be called by the Board or by the Members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at such meeting. Such Members may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two (2) nor more than three (3) months from the date of such written demand. The Secretary, upon receiving the written demand, shall promptly give notice of such meeting, or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. The meeting shall be held at the place in such location as determined by the Board.

Section 6. Notice. The Association shall provide Members with notice for any meeting of the Members.

- a. **Contents.** Notice of special meetings shall indicate that it is being issued by or at the direction of the person or persons calling the meeting and shall also state the purpose or purposes for which the meeting is called.
- b. **Method of Delivery.** Notice of all Member meetings may be delivered by fax or email, as well as by postal mail or by personal delivery. However, notices must be sent by first class mail to any Members who so request. If notice of a Member meeting is sent by fax or email, such notice is deemed given when directed to the Member's fax number or email address as it appears on the record of Members, or, to such fax number or other email address as filed with the Secretary. Members are responsible for providing the Association with their correct and most current postal address, fax and/or email address. However, such notice shall not be deemed to have been given (1) if the Association is unable to deliver two consecutive notices to the Member fax or email; or (2) the Association otherwise becomes aware that notice cannot be delivered to the Member by fax or email.
- c. **Waiver.** No notice of any meeting of the Members need be given to any Member who attends such meeting without protesting prior to or at the commencement of the meeting the lack of notice of such meeting, or to any Member who submits a signed waiver of notice, whether before or

after the meeting. Waivers of notice of meetings may be written or electronic.

Section 7. Member Action without a Meeting. Actions of the Members may be taken without a meeting upon the unanimous written consent of all Members entitled to vote, which may be written or electronic. If written, the consent must be executed by the Member or the Member's authorized proxy.

Section 8. Quorum. Quorum for meetings of the Members shall be ten percent (10%) of the Members entitled to vote.

Section 9. Voting. Members may vote in person or by proxy. Decisions at all Member meetings shall be by vote of a majority of the Members entitled to vote who are present in person or by proxy, except as may be otherwise specifically prescribed in these Bylaws or applicable law.

Section 10. Proxies. A Member may authorize another person or persons to act for him by proxy either by (i) executing in writing authorization for such person(s) to act as his proxy or (ii) by providing such authorization by email to the person(s) who has been authorized to act as proxy. All proxies (i) shall not be valid after the expiration of one year from the date of its execution; and (ii) shall be revocable at the pleasure of the Member executing it.

Section 11. Annual Report to the Membership. At the Annual General Meeting, the Treasurer shall present a report to the Members (verified by the Treasurer and the President, or certified by an independent public accountant) of the Association's accounts showing in appropriate detail: (i) the assets and liabilities of the Association as of a twelve-month fiscal period terminating not more than six months prior to the meeting; (ii) the principal changes in assets and liabilities during that fiscal period; (iii) the revenues or receipts of the Association, both unrestricted and restricted to particular purposes during said fiscal period; (iv) the expenses or disbursements of the Association, for both general and restricted purposes during said fiscal period; and (v) the number of Members of the Association as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current Members may be found. Such report shall be filed with the minutes of the Annual General Meeting.

ARTICLE IV OFFICERS

Section 1. Officer Positions. There shall be four Officers of the Association: President, Vice President, Secretary, and Treasurer. The Officers shall be ex officio voting members of the Board.

Section 2. Term. Officers shall serve two-year terms, and no Officer shall serve in the same position for more than two consecutive two-year terms.

Section 3. Qualifications. Only a Regular Member shall be eligible to hold a position as an Officer of the Association. Only a Regular Member who previously served on the Board shall be eligible to hold the position of President or Vice President. Law students shall not be eligible to serve as President, Vice President or Treasurer, but may serve as Secretary.

Section 4. Elections. The Officers shall be elected by the Regular Members at the Annual General Meeting. The form and manner in which the election process is conducted shall be established by the Board, and may be revised by the Board as needed.

Section 5. Removal.

a. **Removal by the Members.** An Officer may only be removed by the Regular Members, and such removal may be with or without cause.

b. **Notice of Removal.** Written notice of the intention to expel or censure and reasons therefore shall be provided to the Officer at least fourteen (14) days prior to the meeting date of the body seeking to remove the Officer.

Section 6. Resignation. Any Officer may resign from office at any time upon notice to the President or the Secretary. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation by the Board shall not be necessary to make it effective.

Section 7. Vacancies. If the President resigns, or otherwise is unable to complete his/her term, the Vice President shall be vested with the full powers of the President for the remainder of the President's term. An Officer elected or appointed to fill any other vacancy shall hold office until the next Annual General Meeting, and until his or her successor is elected or appointed and qualified.

Section 8. President. The President shall:

- a. Be the Chief Executive Officer of the Association and responsible for the direction and operation of the Association, as determined by the Board;
- b. Call meetings of the Board and chair such meetings;
- c. Preside over all meetings of the Association;
- d. Perform such other functions as are necessary or appropriate to the role of President of the Association.

Section 9. Vice President. The Vice President shall have those powers as the Board so delegates, and shall act as the President, in the absence of the President.

Section 10. Treasurer. The Treasurer shall:

- a. Be responsible for the deposit and safeguarding of all funds received by the Association and for their proper disbursement in accordance with any budget parameters established by the Board;

- b. Keep an accurate roll of the Members, notify Members when their membership has lapsed, and collect dues;
- c. Keep regular accounts, in the books of the Association, which accounts shall be open to inspection by any Director and shall at all times be subject to examination and audit as directed by the President;
- d. Report in writing, at each stated meeting, and to the Board, as and when required by them, the financial condition of the Association, including the state of the account, recent expenditures, and related financial events; and
- e. Draft, verify and present the Annual Report for presentation to the Members at the Annual General Meeting.

The Treasurer shall propose increases in annual membership dues as appropriate for final approval by the Board.

Section 11. Secretary. The Secretary shall:

- a. Keep a record of the proceedings of the Association, keep a record of all meeting minutes, maintain information and related documentation concerning the activities of the Association, and keep a record of such other matters as may be directed by the Association to be placed in its files or records;
- b. Keep an accurate roll of the names and addresses of the Officers and Directors;
- c. Issue written notices of all meetings, with a brief note, in case of special meetings, of the object for which they are called; and
- d. Oversee the Association's external materials (e.g., website), unless this is delegated by the Board or Secretary to, or assumed by, another Member.

ARTICLE V BOARD OF DIRECTORS

Section 1. Power. The Board of Directors (the "Board") shall manage the affairs of the Association subject to and in accordance with these Bylaws.

Section 2. Number. The Board shall consist of nine Directors: the four Officers and five non-Officer Directors.

Section 3. Term. The five non-Officer Directors shall serve one-year terms and up to, but no more than, three consecutive terms. The term of the Directors who are also Officers is as provided in Article IV, Section 2.

Section 4. Elections. The non-Officer Directors shall be elected by the Members at the Annual General Meeting. The Directors who are also Officers shall be elected as provided in Article IV, Section 4. The form and manner in which the election process is conducted shall be established by the Board, and may be revised by the Board as needed.

Section 5. Removal. The removal of Directors who are also Officers is as provided in Article IV, Section 5.

- a. **Removal by the Members.** Any non-Officer Director may be removed with or without cause by the Regular Members.
- b. **Removal by the Board.** Any non-Officer Director may be removed, expelled, or censured for cause shown upon a super-majority (one more than a majority) vote of the Board at a meeting of the Board. “Cause” shall be defined as: 1. Gross negligence; 2. Willful misconduct; 3. Conviction of a felony; 4. Failure to attend three consecutive Board meetings or four Board meetings in total in one calendar year without good cause shown (good cause excludes work and/or school commitments); or 5. Such other reason a super-majority of the Board deems appropriate under the circumstances, including but not limited to, a vote of no confidence by the Board.
- c. **Notice of Removal.** Written notice of the intention to expel or censure and reasons therefore shall be provided to the non-Officer Director at least fourteen (14) days prior to the meeting date of the body seeking to remove the non-Officer Director. No non-Officer Director shall be expelled or censured from the Board without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 6. Resignation. Any non-Officer Director may resign from office at any time upon notice to the President or the Secretary. Such resignation shall be made in writing, and shall take effect at the time specified therein (but not before receipt by the President or the Secretary), and if no time be specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation by the Board shall not be necessary to make it effective.

Section 7. Vacancies. Vacancies of any non-Officer Director positions on the Board arising at any time and from any cause (including without limitation, removal, resignation, death or increase in the number of Directors) may be filled at any meeting of the Board by a majority of the Directors then in office, regardless of their number, and the non-Officer Directors so appointed shall serve until the next Annual General Meeting and until his or her successor is elected or appointed and qualified.

Section 8. Meetings. The Board shall meet monthly at a prescribed time to be agreed upon by the Board. The Board may meet in-person or by means of remote participation provided in Section 9 below, but if the Board meets remotely for three consecutive meetings, then the fourth meeting must be held in-person. All Board meetings shall be open to Members; provided, however, that any meeting or any portion of any meeting may be closed to Members, as determined by the Board. Only Directors can vote on matters raised at meetings of the Board.

Section 9. Remote Participation in Meetings. Any one or more Directors may participate in a meeting of the Board by means of a conference telephone, electronic video screen communication or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participate in all matters before the Board, including, without limitation, the ability to

propose, object to, and vote upon a specific action to be taken by the Board. Participation by such means shall constitute presence in person at a meeting.

Section 10. Quorum. A quorum shall consist of five members of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 11. Board Action. Except as otherwise provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board. Proxy voting is not permitted.

Section 12. Board Action without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all of the Directors consent in writing to the adoption of a resolution authorizing the action either in writing or electronically. If written, the consent must be signed by the Director. The resolution and the written or electronic consents thereto shall be filed with the minutes of the proceedings of the Board.

Section 13. Compensation. The Board shall receive no remuneration for acting as such. However, each member of the Board is entitled to reimbursement for reasonable expenses incurred in furtherance of the business of the Association.

ARTICLE VI COMMITTEES

Section 1. Board Committees. The Board may create Board Committees and appoint Directors to serve on such committees. Board Committees shall be comprised of at least three (3) Directors and shall have all the powers of the Board to the extent provided in the resolution designating it or in the Certificate of Incorporation or these Bylaws. Board Committees may also include non-Directors, provided, however, that such individuals may serve only as nonvoting advisory members of such Board Committees. Except for any Executive Committee, Board Committee members shall be appointed by vote of the Board. The appointment of any Directors to the Executive Committee is subject to approval by a majority of the entire Board. Each Board Committee shall keep minutes of its proceedings and present such minutes at the next meeting of the Board. Each Board Committee shall have the authority of the Board (consistent with any Board resolution designating it) with the exception of the following matters:

- (i) the filling of vacancies on the Board or on any Board committee;
- (ii) the amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (iii) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (iv) the fixing of compensation of the Directors for serving on the Board or any committee;
- (v) the election or removal of Officers and Directors; and

(vi) the approval of a merger or plan of dissolution.

Section 2. Advisors and Advisory Committees. The Board may appoint from time to time any number of persons as advisors of the Association to act either singly or as a committee or committees. Each advisor shall hold office during the pleasure of the Board and shall have only the authority or obligations as the Board may from time to time determine, but in no way may act on behalf of the Board or otherwise bind the Association. No advisor to the Association shall receive, directly or indirectly, any salary or compensation for any service rendered to the Association, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Association.

ARTICLE VII DISPUTE RESOLUTION

In any dispute between individuals relating to the governance, activities or corporate actions of the Association, all parties involved shall cooperate in good faith to resolve the dispute for the benefit of the Association. If the parties cannot resolve the dispute between themselves, each individual or group of individuals on each side of the issue, shall choose a disinterested third party from among the Members to serve as a mediator and to meet with both sides to resolve the dispute by agreement. If no timely resolution of the dispute occurs through mediation, the parties shall be entitled to submit such a dispute to JAMS for mediation. If the parties have not resolved such dispute within 90 days after beginning mediation, the mediation shall terminate and the dispute shall be submitted to JAMS for arbitration under its streamlined arbitration rules. Said decision shall be binding on all parties.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Association may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Director, Officer, employee or agent of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 2. Insurance. The Association shall have the power to purchase and maintain insurance to indemnify the Association for any obligation which it incurs as a result of its indemnification of Directors, Officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

**ARTICLE IX
CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS**

Section 1. Contracts. The Board may authorize any Officer or agent to enter into any contract or to execute and deliver any instrument (including evidences of indebtedness) in the name of and on behalf of the Association. Such authorization may be general or confined to specific instances.

Section 2. Banks; Checks. The Board shall from time to time and as necessary select such banks or depositories as it shall deem proper for the funds of the Association. The Board shall determine by resolution who shall be authorized from time to time on the Association's behalf to sign checks, drafts or other orders for the payment of money.

Section 3. Investments. The funds of the Association may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable and consistent with any investment policy the Board may adopt.

**ARTICLE X
CONFLICTS OF INTEREST**

The Board shall adopt and oversee a conflict of interest policy consistent with the requirements of the New York Not-for-Profit Corporation Law.

**ARTICLE XI
FISCAL YEAR; BOOKS**

Section 1. Fiscal Year. The fiscal year of the Association shall be January 1 – December 31.

Section 2. Books. There shall be kept at the office of the Association correct books of account of the activities and transactions of the Association including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board.

**ARTICLE XII
AMENDMENTS**

Section 1. Amendment of Bylaws.

a. **Amendment by the Members.** The Bylaws may be amended by the Members at the Annual General Meeting.

b. **Amendment by the Board.** The Bylaws may be amended at any time by the Board.

- c. **Repeal of Amendments.** The Members may amend or repeal any Bylaw adopted by the Board. The Board may amend or repeal any Bylaw adopted by the Members.

Section 2. Amendment of Certificate of Incorporation.

- a. **Amendment by the Members.** The Certificate of Incorporation may be amended by the Members at a meeting at which there is quorum.
- b. **Amendment by the Board.** The Board may only amend the Certificate of Incorporation in order to accomplish any of the following:
- Specify or change the location of the office of the Association;
 - Specify or change the post office address to which the Secretary of State shall mail a copy of any process against the Association served upon him or her; or
 - Make, revoke or change the designation of a registered agent, or to specify or change the address of its registered agent.