

MUSLIM ASSOCIATION OF VIRGINIA
(MAV), Inc.
MAV By-Laws

Version 1.2.0
10-15-2023

Document History

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I. Articles

This Muslim Association of Virginia, Inc. Bylaws is approved by Members of the General Body and made effective on [execution date]. This document supersedes and makes void any prior or collateral documents and understandings, whether they be implied through any communication medium or expressed in writing. These Bylaws, together with the Articles of Incorporation, are the sole documents that now govern the affairs and operations of the MAV.

II. Name and Address

Muslim Association of Virginia, Inc. (MAV) is Islamic faith-based non-profit organization established in the Commonwealth of Virginia. This incorporated name was approved and filed with the State Corporation Commission of Virginia on August 22, 2006.

The primary office and mailing address of MAV is:

Muslim Association of Virginia, Inc.
5404 Hoadly Road
Manassas, VA 20112

The Board of Directors of MAV shall authorize and cause to be established and maintained all MAV offices, including future offices that may later be established, within the Commonwealth of Virginia.

III. Definitions

For the purposes of clarification and interpretation of the language of this document, the intended meaning of specific words, phrases, and terms cited in this document are hereby defined as follows:

- 1) “Affiliate” means a registered 501(c)(3) Muslim faith-based non-profit organization which has entered into and is bound by a MAV Affiliation Agreement.
- 2) “Affiliation Fee” means the annual fee that a Branch of MAV shall pay to MAV.
- 3) “Allah” means God.
- 4) “Applicant” means any individual applying to become a General Member.
- 5) “Board of Directors” means the group of five (5) to fifteen (15) Directors elected to govern the affairs of MAV.
- 6) “Branch” means any registered 501(c)(3) Muslim faith-based non-profit organization that is approved by the MAV Board of Directors as a Branch location.

- 7) “Director” means an individual elected to serve on the Board of Directors under Article X, Section 2.
- 8) “Executive Officer” means a Director appointed by the Board of Directors as a President, Vice-President, Secretary, Treasurer, or Executive Director under Article XI, Section 2.
- 9) “Family Member” means a Member’s immediate relative (parent, sibling, spouse, or child), grandparent, or grandchild.
- 10) “General Body” means the collective group of Members.
- 11) “General Member” means those individuals who meet the requirements of Article VI, Section 1(a).
- 12) “Imam” means the employee hired by MAV and appointed by the Board of Directors to lead the community in regular prayers and other communal acts of worship.
- 13) “Life Member” means those individuals who meet the requirements of Article VI, Section 2(b).
- 14) “Meeting” means the singular or combination either the Annual General Body Meeting or a Special General Body Meeting, as made clear by context.
- 15) “Member” means any General Member, Life Member, Founding Member, Contributing Member, or Emeritus Life Member as described in Article VI.
- 16) “Membership” means the status held by any Member as described in Article VI.
- 17) “Muslim” is an individual (male or female as assigned at birth) who whole-heartedly testifies and declares the "Shahadah" (proclamation of the Islamic Faith) both by tongue and belief in the heart. The 'Shahadah' (proclamation of Islamic Faith) is as follows: "I bear witness/testify that there is no god, except Allah, and I bear witness/testify that Muhammad is His servant and Messenger." After the Shahada the individual’s adherence to Islamic Faith is to live based on its moral codes and way of life stated within the Quran and Sunnah (Way of the Last & Final Prophet).

The literal meaning of a "Muslim" is the one who has submitted before Allah (Pure and Exalted) and all His commandments. And upholds the articles of faith which are; believing in Allah, His Angels, His Books, His Messengers, the Last Day, in Fate (good or bad), and resurrection after death.

A 'Muslim' must also believe in all the divine injunctions mentioned within the Quran (Holy Book) and revealed to the Last and Final Prophet of God, Muhammad, Peace Be Upon Him,

after which "No new Prophet is to come."

- 18) "Quorum of Directors" means sixty percent (60%) of the active Directors on the Board of Directors, except in the case of an adjourned Meeting in which case it means forty percent (40%) of the active Directors on the Board of Directors for the sake of that adjourned Meeting only.
- 19) "Quorum of Voting Members" means not less than 33% of the Voting Members of record.
- 20) "Satellite Location" means any secondary location of MAV approved by its Board of Directors.
- 21) "Sunnah" means the teachings, way of living, and example of the Prophet Muhammad ﷺ.
- 22) "Voting Member" means any General Member, Life Member, Founding Member, or Emeritus Member who meets the qualifications to vote as described in Article VI, Section 1(b).

IV. Objectives

The objectives of MAV are as follows, provided however that no objective shall be interpreted in a manner which will violate Internal Revenue Code 501(c)(3):

- 1) To meet the religious, educational, cultural and social needs of Muslims in Virginia.
- 2) To provide facilities, services and activities to promote the spiritual advancement Muslim community and to nourish the Islamic faith and values that align with the Holy Quran and the Sunnah of the Prophet Muhammad ﷺ.
- 3) To promote the Islamic principles of engaging in community outreach services to keep families together by providing services and activities; to meet the needs of the youth and the elderly; to support the Muslim community and the community at large; to work with Muslim and other faith based organizations that share our values on joint projects for providing community services and projects that further mutual support; and to reach out to other faith based groups and organizations to facilitate and perpetuate friendly relations in our community.
- 4) To provide, as may be requested, assistance in the funeral services and arrangements for the burial of MAV Members and non-members whose life expired within the local operating area of MAV.
- 5) To construct, purchase, lease, rent, secure Islamic Law compliant real estate financing.

- 6) Employ personnel to manage MAV operation including land, buildings, structures, premises, and properties deemed necessary to promote the MAV objectives outlined herein.
- 7) To seek and receive funds through grants, contracts, sub-contracts, subscriptions, donations, bequests, profits, endowments, and gifts of monies, lands, stocks, securities, all other properties and assets, real or intangible, hereditaments and all other legitimate means, and to manage such funds, assets, and properties or to use, consume, sell, lease, rent, liquidate, or otherwise disposition these items for the purpose of promoting the MAV objectives outlined herein.
- 8) To employ persons as necessary for the purposes of supporting the objectives of MAV need to pay them salaries/wages, or other considerations as may be agreed to, or to employ such persons on a voluntary basis to secure the products or services that they may provide in furtherance of MAV objectives outlined herein.
- 9) To seek assistance from the county, state, and federal governments towards, and in connection with, the promotion of the MAV objectives outlined herein and to enter into any lawful arrangements with them or with any other authority, statutory or private, and domestic or foreign, and to obtain from any government entity or any other authority any lawful rights, privileges and concessions which MAV may think desirable to obtain, and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
- 10) To do such other lawful things as are incidental or conducive to the attainment of, or in furtherance of attainment of, the MAV objectives outlined herein.

V. Legal Purpose

To protect MAV's status as a tax exempt organization generally eligible to receive tax deductible contributions:

- 1) MAV's net earnings may not inure to any Member or other private persons;
- 2) MAV shall not provide a substantial benefit to private interests;
- 3) MAV shall not devote a substantial part of their activities to attempting to influence legislation;
- 4) MAV shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office; and
- 5) MAV's purposes and activities shall not be illegal.

VI. Membership

Any Muslim person, regardless of race, color, ethnicity, nationality, or gender, may become a member of MAV, provided all the requirements of applicable Membership type described below are met. The types of MAV Memberships consist of General Member, Life Member, Founding Member, Contributing Member, and Emeritus Life Member. The qualifications to be a member in any of these types of Memberships are as cited below. Requirements pertaining to disapproval of Membership applications are as cited in Article VIII, Disapproval of Membership. Requirements pertaining to suspension and termination of Membership are as cited in Article IX, Suspension and Termination of Membership.

1. General Member

a) Qualifications – General Member

The number of General Members is unlimited. The qualifications to become a General Member and to maintain General Member status are to meet and maintain ALL OF THE REQUIREMENTS:

- i. The General Member is Muslim.
- ii. The General Member is at least eighteen (18) years of age and alive.
- iii. The General Member is not affiliated or connected, in any means, with entity that is considered banned or outlawed under the U.S. or state law.
- iv. The General Member agrees to abide by the MAV Bylaws in its entirety and MAV's operational guidelines, processes and procedures.
- v. The General Member pays in full annual Membership fee, as set forth by the Board of Directors. Payment of the full annual Membership fee is due at the time of submittal of the completed application, or the application will not be considered for approval. Partial payments of the annual fee do not meet the qualification requirements for Membership. The General Member continues to pay in full all subsequent annual Membership fees; preferably on or before it becomes due.
- vi. The General Member completes the MAV application to become a General Member and affirms in writing, by signing the application, his or her unconditional agreement to each of the General Member qualification requirements cited in this section.
- vii. The General Member is recommended to be a General Member by at least two current General Members of MAV.
- viii. The General Member must be a resident of the Commonwealth of Virginia and

each approved General Member must continue to be a resident of the Commonwealth of Virginia.

The Member must notify the MAV Membership Committee in writing of any change in his or her General Membership qualification status.

b) Voting Rights – General Member

- i. To qualify to vote:
 - A. A Voting Member (i.e. a General Member qualified to vote) must meet all requirements to vote, including having paid their full annual dues prior to the cut-off time established before voting is to begin); and
 - B. A Voting Member's votes must be received by the Election Committee no later than the Election Committee declares the casting of votes closed.
- ii. The voting rights of a Voting Member cannot be transferred by proxy to any other individual. Each Voting Member is entitled to one (1) ballot.
- iii. Per the requirements of the corporate laws of the Commonwealth of Virginia and these Bylaws, the Board of Directors will be elected by the General Body Members of record.
- iv. General Members and Life Members who have held their Membership continuously for at least one (1) year at the time of the election may nominate Board of Directors candidates, vote at Board of Directors elections, and vote at other General Body elections.

2. Life Member

- a) Life Member Designation. Life Members enjoy life-time appointment provided that a Life Member continues to maintain all qualifications of General Members, maintains his/her Membership active at all times, and agrees to serve on the Board of Directors if needed as determined by the seated MAV Board of Directors. The Board of Directors must ensure that MAV maintains a minimum of fifteen (15) Life Members at any given time. The maximum number of total approved Life Members shall not exceed 20% of the total General Members.

b) Qualifications – Life Member

The qualifications to become a Life Member shall be to meet and maintain ALL OF THE REQUIREMENTS:

- i. The candidate is an active General Member in good standing;

- ii. The candidate has been a General Member for a minimum of five (5) consecutive years in good standing;
- iii. The candidate has demonstrated service, selflessness and dedication to MAV, and the promotion of MAV's objectives;
- iv. The candidate has demonstrated commitment to Islam, the cause of Islam, and the Muslim Community; and
- v. Agrees to serve in MAV Board of Directors if deemed qualified and needed, through MAV process of appointing Board of Directors.

c) Nomination – Life Member

Requirements for nominating candidates for Life Membership are as follows:

- i. All nominations shall be done during MAV Board of Director meetings in which a Quorum of Directors is present.
- ii. Only a Director may nominate a person for Life Membership.
- iii. No Director may nominate more than one (1) candidate during a single election cycle.
- iv. The Life Member candidate must meet all the Life Member qualification requirements provided above in Section 2(a) of this Article.
- v. The Director nominating the candidate must complete a Life Member nomination form which includes written justification for approval of the nominee.
- vi. The Director submitting the nomination has a reasonable belief that the nominee is qualified to perform:
 - A. The work required to serve as a Director, or
 - B. The work and tasks as assigned by the Board of Directors including those necessary to perform the duties of an appointed Executive Officer.
- vii. The nominee must confirm that he or she agrees to perform the work if he or she is elected as a Director.

d) Approval – Life Member

Each nominee must be approved by affirmative vote of at least seventy-five percent (75%) of total Directors present at a meeting in which a Quorum of Directors is present.

e) Voting Rights - Life Member

Life Members have the same voting rights as General Members, as provided in Section 1(b) of this Article.

3. Founding Member

a) Qualifications – Founding Member

Only those four (4) individuals who became Members of MAV in the year MAV was founded in 1989 are the Founding Members. MAV acknowledges that numerous other honorable Brothers and Sisters in Islam supported MAV during the first year even though they did not sign up as Members of the organization at its inception.

b) Rights and Authorities

Founding Members have rights and authorities (including voting rights) identical to those of Life Members, as provided in Section 2 of this Article. There are no additional rights or authorities given to Founding Members beyond the rights and authorities of Life Members.

4. Other types of membership

a) Contributing Member

A Contributing Member is one who contributes to MAV, through volunteering and/or donations, for the betterment of MAV. A Contributing Member is not a General Member and does not have any voting rights. A Contributing Member may request to become a General Member. Such request must be processed through MAV General Membership application process.

b) Emeritus Life Member

MAV Life Member who is no longer willing to serve on the Board of Directors when they are needed would qualify for Life Member Emeritus status. This emeritus status is extended to those individuals in gratitude of their service to MAV. Changing the status to emeritus is voluntary.

VII. Dues and Other Fees

Membership dues shall be established and revised, as deemed necessary, by majority vote of

the Board of Directors acting at a meeting at which a Quorum of Directors is present. Membership fees are due every twelve (12) months and first become due upon approval of Membership. The Board of Directors may from time to time change this period by majority vote of the Board of Directors acting at a meeting at which a Quorum of Directors is present.

1. Exiting Member Dues

Each Member is responsible for paying the Membership dues and keeping his or her Membership active. Donations and contributions made to MAV by a Member can be applied as part of the Membership dues if the Member request that in writing prior to the Membership fee due date.

2. New Member Dues

For new Memberships, all dues shall be become due and payable upon first submittal of an application for Membership to MAV. Membership applications that are not submitted with the payment of Membership dues are deemed incomplete for approval evaluations. Individuals that have a financial hardship to paying Membership dues may file an application for consideration of financial aid with the individual designated by the Board of Directors.

3. Other Fees

The Board of Directors may set and assess other fees for special events and activities including, but not limited to fundraising events if it determines, by majority vote of the Board of Directors, that such course of action will yield the most benefit for MAV and its General Members.

VIII. Disapproval of Membership

- 1) Notice of disapproval of a Membership application must be delivered in writing to the General Member Candidate by the MAV Membership Committee chairperson. The notification shall, at a minimum, include notice of the right of appeal.
- 2) The Applicant whose application for Membership was disapproved may appeal the disapproval to the appointed Executive Director.
- 3) The Executive Director will re-evaluate the application based upon information presented by the Applicant.
- 4) If the Executive Director decides to uphold the disapproval, the General Member Candidate may appeal again to the Board of Directors. The Board of Directors shall decide to uphold or overturn the disapproval by majority vote.

IX. Suspension and Termination of Membership

- 1) The Membership Committee Chair, with written approval of the Executive Director, may suspend any Member's Membership, in writing, in any of the following occurrences:
 - a) Failure to meet the respective Membership qualifications as outlined in Article VI.
 - b) Conviction of a criminal act, other than a traffic misdemeanor, in a court of law.
 - c) Direct or indirect involvement in inciting violence or attacking the integrity of MAV and/or any of its appointed or elected officials, staff and/or volunteers, and fundamental Islamic beliefs.
 - d) Failure to abide by these Bylaws, as may be amended from time to time.
- 2) Failure by the Member to pay the annual Membership fee by the due date results in an automatic suspension of Membership. The Membership suspension shall remain in effect until the fee is paid in full or up to one year from the fee due date; whichever occurs first. After one year, the Membership shall enter a dormant state whereby the Member may reactivate the Membership by paying the overpaid dues without having to reapply. During this state, the Member enjoys none of the rights of Membership. The suspension automatically becomes a termination of Membership if the annual Membership fee is not paid for three (3) consecutive years, and reinstatement of the Membership shall require a new application.
- 3) Members that are suspended have no voting rights.
- 4) Termination of Membership shall require reapplication and approval of Membership.

X. General Body Meetings

The category of MAV meetings that involve the General Body consists of Annual General Body Meetings and Special General Body Meetings.

1. Annual General Body Meetings

- a) The Annual General Body Meeting shall be held annually no later than the 30th day of March.
- b) The Annual General Body Meeting for any year will focus on the events of the preceding calendar year.
- c) The Annual General Body Meeting shall be held for the General Members for the purposes including, but not limited to:
 - i. Receiving the report of the MAV Board of Directors;

- ii. Receiving the annual audited report which addresses the audit findings and recommendations of financial transactions;
- iii. Receiving a presentation on the general business activities of the entire previous year, and current and/or upcoming business or proposals; and
- iv. Receiving comments from General Body regarding the audit report.

2. Special General Body Meetings

- a) A Special General Body Meeting is any meeting other than an Annual General Body Meeting.
- b) Special General Body Meetings may be convened to discuss any matter which needs immediate attention and resolution.
- c) The Board of Directors, by majority vote of those acting at a meeting at which a Quorum of Directors is present, may call for a Special General Body Meeting. In addition, Voting Members may also call for convening of a Special General Body Meeting provided they submit to the Board of Directors a written petition requesting a Special General Body Meeting signed by not less than sixty seven percent (67%) of the MAV General Body Members of record.

XI. General Assembly Meeting Proceedings

1. Notice of Meetings

- 1) Annual General Body Meetings and Special General Body Meetings may only be held after proper notice has been served. Notice shall be given by text message via a text message service, electronic mail or mail with the United States Postal Service.
- 2) Notice Requirements.
 - i. Notice of any Annual General Body Meeting or Special General Body Meeting shall be sent not less than ten (10) nor more than sixty (60) days before the date of the Meeting. Notice of a Meeting shall be deemed given and effective on the date of sending a text message via a text message service, sending electronic mail or depositing mail with the United States Postal Service. Members are solely responsible for ensuring their current e-mail address and/or mailing address is reported to MAV.
 - ii. All Meeting notices shall, at least, include:

- A. the location of the Meeting;
 - B. the time of the Meeting;
 - C. whether the Meeting is an Annual General Body Meeting or a Special General Body Meeting; and
 - 1. if the Meeting is a Special General Body Meeting, then the notice shall include the purpose (using the same language as presented by the Members to the Board of Directors) and general nature of the Meeting; and
 - 2. if the Meeting is an Annual General Body Meeting, then 1) the anticipated agenda for the Meeting, 2) an audited statement of the annual accounts of MAV, and 3) if there are proposed revisions to the MAV Bylaws, a draft copy of the proposed revisions.
- iii. The location of the Meeting shall be within Prince William County.
- 3) The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any Member shall not invalidate the proceedings at any meeting.

2. Voting Member Participation

If a Voting Member wishes to have a matter discussed at an Annual General Body Meeting or a Special General Body Meeting, the Voting Member shall inform the Secretary in writing no less than ten (10) days before the date of the Meeting. If received within that time, the Board of Directors will, by majority vote of those acting at a meeting at which a Quorum of Directors is present, determine if the matter shall be incorporated into the agenda. If so decided, the Board of Directors may at its discretion, and after taking into consideration a reasonable period for mail deliveries, determine whether to authorize the mailing of a revised Agenda to the MAV General Body Members or to otherwise address the agenda change at the General Body Meeting.

3. Proceedings During General Body Meetings and Special General Body Meetings

- a) No business shall be transacted at a General Meeting unless a Quorum of Members is present at the time of the scheduled Meeting. The Board of Directors shall be responsible for verifying the presence or absence of a Quorum of Members by dividing the number of Voting Members present at the Meeting by the total number of Voting Members of record. In the event a Quorum of Members has not been established within half an hour from the time appointed for the meeting, or such reasonable time delay as determined by the Chairperson, provided this time delay does not exceed ninety (90) minutes from the established hour for the meeting, the following shall apply:

- i. The meeting shall be adjourned and rescheduled within ten (10) days at the same place or another place designated by the Board of Directors within Prince William County. The announcement for the adjourning and rescheduling of the Meeting shall be made by the Board of Directors to those that are present. No written notice to the Voting Members will be made.
 - ii. If at the adjourned Meeting date a Quorum of Members is not present within half an hour from the time appointed for the Meeting, the members present shall be considered a Quorum of Members for the purposes of that Meeting. However, in the event the Meeting covers any changes to these Bylaws, not less than fifteen percent (15%) of the Voting Members are required to be present to conduct that portion of the meeting addressing such changes.
 - iii. With the consent of those present at any Meeting at which a Quorum of Members is present, and if so resolved by the MAV General Body Members present, the Chairperson of the Meeting may adjourn the Meeting to another time and place. In such an event, no business shall be discussed at any adjourned Meeting other than the business left unfinished from the original Meeting. When a Meeting is adjourned for thirty (30) days or more, notice of the adjournment Meeting shall be given as in the case of an original Meeting. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- b) Administration – The Chairperson of the Board of Directors, or in his/her absence and, in order of precedence, the President, the Vice-President, the Treasurer, or the Secretary shall, in that order of precedence, preside as Chairperson at every Annual General Body Meeting and Special General Body Meeting. If at any Meeting, the Chairperson, President, the Vice-President, the Treasurer, or the Secretary, are not present within fifteen minutes after the time appointed for holding the Meeting, one (1) of the Directors shall preside, based upon a motion and vote of the Directors that are present. If there is no person to chair the Meeting, it shall stand adjourned to the same day in the next week at the same stated time and place.

4. Election Procedures and Administration

- a) Prior to an upcoming election for Board of Directors, the seated Directors shall form an Election Committee consisting of no less than three (3) Members for the purpose of administering the election.
- b) The Board of Directors and candidates for election are prohibited from administering the elections in which they are running
- c) The Board of Directors, the candidates and Family Members of the candidates are prohibited from serving on the Election Committee.

- d) The Board of Directors shall develop election processes. The election process must be approved by affirmative vote of at least sixty seven percent (67%) of Directors.
- e) The Election Committee shall use that election processes to administer the election.

XII. Board of Directors

1. Composition

Board of Directors shall consist of not fewer than three (3) or more than fifteen (15) elected Directors.

2. Qualifications – Director

The qualifications for serving on the Board of Directors include meeting all of the following:

- a) Candidate is a Life Member;
- b) The Board of Directors candidate is nominated for consideration by Voting Members (i.e. who meet the voting requirements defined in Article VI Section 1(b));
- c) The Board of Directors affirmatively validates that the nominee has agreed to accept a Director position should this nominee be elected by the General Body to serve as a Director;
- d) The nominee is elected for a Director position through majority vote of Voting Members at a General Membership Meeting in which a Quorum of Members is present.
- e) If the Board of Directors candidate is a past or current Director seeking re-election, then the candidate has attended at least fifty percent (50%) of the Board of Directors Meetings during their previous term.

3. Term of Office for Directors

- a) The terms of the Directors shall be four (4) years.
- b) The term of an outgoing Director ends when the election for that position is completed and an incoming Director has assumed the role.
- c) No Director shall hold a Director position for more than two (2) consecutive terms.

- d) Upon serving for two (2) consecutive terms as Director, the Member must sit out for at least for fifteen (15) months before qualifying for reappointment.
- e) In the event a Director resigns or leaves the Board of Directors for any reason prior to completion of a full term, the Director must sit out for at least fifteen (15) months from the day that Director's resignation took effect qualifying for reappointment, provided that the person meets all Membership requirements.
- f) Upon completion of his/her first term, a Director may choose to become a candidate to run for election for a second term in the Board of Directors. The candidate must meet the qualifications of Directors as provided in Section 2 of this Article.
- g) No member of the family of a seated Director may serve on the Board of Directors at the same time as said Director.
- h) The Directors whose terms shall expire shall be as decided by and within the Board of Directors either through self-resignation or completion of a four-year term.
- i) The newly elected Board of Directors will be able to vote at the next scheduled Board of Directors meeting.
- j) In the event of vacancies on the Board of Directors occurring due to resignation or removal in between election years, the Board of Directors shall determine, by sixty- seven percent (67%) vote, if replacement of the vacant position will be necessary. However, this authority is limited up to a total of two (2) vacancies at any one time.
- k) If more than two (2) vacancies occur, the Board of Directors shall fill all open positions through a General Body Election within ninety (90) days of the last vacant position. Vacancies in the Board of Directors may only be filled by Life Members pursuant to the qualifications in Section 2 of this Article.
- l) Removal of a Director may be done only by an eighty (80%) vote of Board of Directors.
- m) Any Director who fails to attend, without Due Cause, four (4) consecutive Board of Directors meetings or six (6) Meetings in all during any twelve (12) month period shall be placed on probation from the Board of Directors. When a Director is placed on Probation, the Board of Directors must vote on whether to remove the Director on Probation from the Board of Directors. A Director on Probation will be removed by vote of the Board of Directors unless two-thirds (2/3) of the remaining Directors (not including the Director on Probation)

vote otherwise. For purposes of this section, “Due Cause” shall mean any extenuating circumstance, including but not limited to medical condition or overseas travel that does not allow the Director to attend the Meetings. The Board retains the absolute and sole discretion of the Board for determining Due Cause.

- n) The Board of Directors may call for a vote to remove any Director who fails to satisfactorily discharge his or her responsibilities over a period of six (6) consecutive months. If the two-thirds (2/3) of Directors, besides the Director subject to removal, vote to remove another Director, then the Director is removed from the Board of Directors effective immediately after the vote is confirmed. An opinion accompanying the removal must be presented in the Meeting in which the Director is removed, and such opinion must be documented in the Board of Directors Meeting minutes.

4. Meetings

- a) The Board of Directors shall meet at least once every sixty (60) days to conduct its affairs.
- b) The Chairperson or in its absence, the President, or in its absence, the Vice-President, may require the Board of Directors to meet for the dispatch of business and otherwise regulate the meetings.
- c) The meeting day and time shall be established by majority vote of the Members of the Board of Directors.
- d) Voting
 - i. Matters arising at a meeting shall be decided by majority vote.
 - ii. In the case of an equality of votes, the Chairperson of the shall have the tie-breaking vote.
- e) Attendance by Directors
 - i. A Quorum of Directors (60% of active Directors) must be present at each Board of Directors meeting.
 - ii. If a Quorum of Directors is not present at any given meeting, then the meeting shall be adjourned.
 - iii. The Quorum for the subsequent adjourned meeting when it reconvenes shall be reduced to forty percent (40%) of the active Directors. This reduced Quorum of Directors applies only for an adjourned meeting when

it reconvenes.

- iv. During an adjourned meeting, no new business shall be addressed and only unfinished business may be discussed.
- v. A record of attendees shall be kept for every meeting.

5. Chair of the Board

- a) Board of Directors shall appoint a Chairperson. Candidates are proposed by the Directors and elected by a majority vote of the Directors.
- b) The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors; execute all documents on behalf of the Board of Directors; and transact such other business as approved by the Board of Directors, arising under these Bylaws or other regulations affecting MAV. The Chairperson shall be entitled to vote on all questions before the Board.
- c) The President shall act as Chairperson of the Board of Directors in the absence, disqualification, or inability of the Chairperson to act or carry on the functions of that office.

6. Duties and Responsibilities of the Board of Directors

- a) Uphold, honor, and ensure that the collective decisions of the General Members made through their majority vote at Annual General Body Meetings or the Special Meetings are carried out by the Board of Directors.
- b) Nominate and elect Executive Officers (President, Vice President, Secretary, and Treasurer) from the Board of Directors.
- c) Fill the positions of MAV Executive Director and MAV lead Imam(s).
- d) Approve and authorize Executive Officers to oversee the establishment and dissolution of all offices and committees and the Executive Director.
- e) Ensure all real property is properly titled and owned by MAV.
- f) Review and approve annual budget.
- g) Review monthly financial statements and conduct periodic internal audits to ensure compliance with MAV policies. The Treasurer shall support such audits. Audit may include requests for financial transactions for audit purposes. Audit findings, including periodic audit findings shall be reported in writing to the Board of Directors.

- h) Ensure MAV Treasurer conducts an annual audit of MAV books by an independent CPA.
- i) Review and approve all financial transactions, contracts, and agreements that exceeds Fifteen Thousand Dollars (\$15,000) for any one (1) transaction or all subprojects or incremental phases of the project whose collective acquisition price can reasonably be expected exceed Fifteen Thousand Dollars (\$15,000) unless otherwise resolved by the Board of Directors.
- j) Review for compliance with approved projects or contracts, all payments that are equal to or in excess of Fifteen Thousand Dollars (\$15,000).
- k) Review and execute contracts and agreements that are related to MAV property transactions to ensure that the commitments of MAV and the other contracting Party are carried out per the agreement.
- l) Review Board of Directors actions and proceedings to ensure compliance with the Bylaws and MAV Objectives.
- m) Establish election processes and oversee the elections of the Board of Directors.
- n) Administer and facilitate transitions resulting from the elections.
- o) Oversee and support the establishment of MAV Branches or Affiliates.
- p) Coordinate communication between MAV Branches.
- q) Support in fundraising activities.
- r) Ensure MAV mission, values, and objectives are carried out and are in full compliance with MAV Bylaws.
- s) Review and approve, with eighty (80%) vote of the Board of Directors, any property transaction including sell and acquiring.

7. Approval of Contracts: All contracts, agreements, and commitments on behalf of MAV or representing MAV must have written approval of MAV Board of Directors prior to engaging in any activities, verbal or written, related to those contracts, agreements, and commitments.

- a) Any contract, agreement, commitment, memorandum of understanding (MOU), and intent related to receiving service from the provider of that service Contract amount for receiving the service shall require the following:

- i) Total invoiced amount \$7500 or less require MAV Executive Director signature.
 - ii) Total invoiced amount between \$7500 and \$15,000 MAV Executive Director shall obtain written approval from the President and at least one more Executive Officer.
 - iii) Total invoiced amount \$15,000 or more both shall have signature approval of MAV Executive Director and MAV President only after approval from MAV Board of Directors.
- b) Prior to engaging in any contract, agreement, commitment, memorandum of understanding (MOU), and intent related to providing service to another person, organization, and entity by MAV or on behalf of MAV must be approved in writing by MAV Board of Directors and have signature approval by a MAV Board of Directors designee.

This is not intended to restrict the rights of Members, appointed officers, or Board of Directors to engage in political activity in their individual capacities, and each Member, officer, and Director of MAV shall have the same rights any other person has to lobby for or against legislation, or to participate in any political campaign. So long as the Member, officer, or Director is acting in an individual capacity, this activity will not affect MAV's tax-exempt status. Should the situation be such that the capacity of a Member might be in doubt, he or she should make it clear by stating that he or she is speaking individually, and not on behalf of MAV, before engaging in political or lobbying activities.

XIII. Executive Officers

1. Composition

The overall management of the affairs of MAV shall be vested in the Executive Officers appointed and elected by the Board of Directors to fill the offices identified as follows:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer

All Executive Officers of the Board of Directors shall be nominated and elected for specific posts by the Board of Directors.

2. Qualifications – Executive Officers

- a) All Executive Officers must be appointed from Directors of the Board of Directors.
- b) The Board of Directors may nominate and elect Executive Directors when there is

thirty-three percent (33%) or more new Directors on the Board of Directors.

- c) The Board of Directors will nominate and elect any vacant Executive Officer post.

3. General Duties of the Executive Officers

- a) Maintain MAV and its operations. All plans, actions, decisions, shall be in furtherance of MAV's objectives.
- b) Hold meetings at least once per month amongst all Executive Officers and attend all Board of Directors meetings.
- c) Establish bank accounts and other financial accounts with collective signatures of President, Treasurer, and Secretary for the purpose of MAV operational transactions.
- d) Oversee all approved financial transactions.
- e) Develop annual budgets to present to the Board of Directors.
- f) Maintain documents which the Board of Directors so directs shall be kept in a safety deposit box which only to be accessed collectively by two authorized Executive Officers on behalf of MAV.
- g) The Secretary shall take charge of all correspondence, minutes of MAV Meetings, and keep MAV official records.
- h) The Secretary shall also keep all records and documents secure and shall ensure the responsible transfer of all records and documents to the next holder of the office of the Secretary when elected.

4. Specific Duties of the Executive Officers

- a) President. The President shall perform all duties customary to the office of chairperson and shall supervise and control all of the affairs of MAV in accordance with policies and directives approved by the Board of Directors. The President shall further:
 - i) Review the agenda (prepared by the Secretary) for the meetings of the Executive Officers;
 - ii) Appoint such standing or special committees, or subcommittees, as may be required, with the consultation of the Board of Directors. All such committees shall be approved by the Board of Directors;
 - iii) Work with the Treasurer, Finance Committee, and the Board of Directors in preparing a budget and see that MAV operates within budget guidelines;

- iv) Maintain official records and documents, and ensure compliance with federal, state and local regulations;
 - v) See that the Board of Directors is kept fully informed on the activities of MAV, condition of the organization and all matters influencing it. The President shall also take into strong consideration the advice of fellow Directors;
 - vi) Establish sound working relationships and cooperative arrangements with community groups and organizations;
 - vii) Represent the programs and point of view of the organization to agencies, organizations, and the general public;
 - viii) Promote active and broad participation by volunteers in all areas of the organization's work;
 - ix) Ensure that job descriptions are developed, that regular performance evaluations are held, and that sound human resource practices are in place;
 - x) Maintain a climate, which attracts, keeps, and motivates a diverse staff of top-quality people; and
 - xi) Coordinate and manage the efforts of Treasurer, Secretary, Vice President and other resources, to produce the annual reports describing the achievements, present status, future plans, financial status and other matters of interests.
- b) Vice-President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.
- c) Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of MAV, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of MAV, if any, and to attest the affixing by his or her signature. The Secretary shall further:

- i) Help prepare agenda for the meetings of the Board of Directors. Attend all meetings of the Board of Directors and prepare and distribute minutes of all such meetings to the Board of Directors;
 - ii) Help on-boarding of newly elected Board of Directors, the resignations, and the suspensions or revocation of Board of Directors, for the approval of the Board of Directors;
 - iii) Help in preparing the annual reports describing the achievements, present status, future plans, and other matters of interests;
 - iv) Ensure that the records of MAV are maintained as required by law and made available when required by authorized persons. These documents may include founding documents (i.e. Articles of Incorporation, Bylaws), list of Directors, Board of Directors and Committee meeting minutes, financial reports, and other official records; and
 - v) Administering suspension, removal, succession, and hand-over processes and procedures.
- d) Treasurer. The Treasurer shall be responsible for all funds and securities of MAV. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of MAV, and shall deposit all monies and other valuable property of MAV in the name and to the credit of MAV in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any Executive Officer or Executive Director, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board of Directors may require. The Treasurer shall further:
- i) Be responsible for developing, reviewing and overseeing the fiscal policies of MAV;
 - ii) Render a report of the finances of MAV at the Annual General Body Meeting or whenever requested by the President, showing all receipts and expenditures for the current year;
 - iii) Provide assistance for filing all tax returns, as needed;
 - iv) Be an active member of the Finance Committee;
 - v) Have knowledge about who has access to the organization's funds, and any outstanding bills or debts owed, as well as developing systems for keeping cash flow manageable;

- vi) Be responsible for maintenance of the complete and accurate accounts of receipts and disbursements of all amounts.
- vii) Take care of the deposit of all monies and other valuable property of MAV in MAV's name to the credit of MAV in such banks or depositories as the Board of Directors may designate;
- viii) Develop the annual budget alongside the President as well as comparing the actual revenue and expenses incurred against the budget;
- ix) Keep the Board of Directors regularly informed of key financial events, trends, concerns, assessment of fiscal health in addition to completing required financial reporting forms in a timely fashion and making these forms available to the Board of Directors;
- x) Prepare monthly financial statements for the Board of Directors; and
- xi) Arrange the annual audit of MAV's finances.

5. Executive Director

- a) The Executive Director reports to the MAV President.
- b) The Executive Director shall perform its duties and responsibilities in accordance with the job description provided by the MAV Board of Directors.
- c) The Executive Director shall generally handle all operational functions of MAV.
- d) The Executive Director is authorized to spend up to \$7,500 to cover directly related MAV operations expenses that have not been budgeted or approved.
- e) The Executive Director shall report all expenditures and their justifications to the Executive Officers.
- f) No individuals or subordinate bodies are permitted to incur costs without prior written approval by the Executive Director.
- g) The Executive Director shall employ personnel as necessary to manage MAV operation including land, buildings, structures, premises and properties deemed necessary.
- h) The Executive Director shall employ persons as necessary for the purposes of supporting the objectives of MAV need to pay them salaries/wages, or other considerations as may be agreed to, or to employ such persons on a voluntary basis to secure the products or services that they may provide in furtherance of MAV

objectives.

- i) The Executive Director may appoint committees as necessary for the operation of MAV's day-to-day operations. A committee shall function only as a subordinate body to the Executive Director under clearly laid down terms of function and authority and shall submit their findings and/or recommendations to the Executive Director who shall reach the final decision with consultation to the Executive Officers.

The committees are referred as Operations Committees.

- i. The Executive Director shall appoint an Operations Committee ("OC") Chairperson for that committee.
- ii. The Operations Committee Chairperson must be an active General Member.
- iii. The Operations Committee Chairperson reports to MAV Executive Director.

6. Transition to Office

- e) The newly appointed Executive Officer and Directors shall immediately assume full responsibility and authority to conduct business in the capacity in which he/she is elected or appointed.
- f) The new and outgoing Executive Officer and Directors shall work with and meet at least once during this period.
- g) During this transition period, the newly appointed Executive Officer and Directors shall have voting rights and authority to direct any operations or policy changes.
- h) The outgoing Executive Officer and Directors shall transfer all records, documents, keys, equipment items, and all such other MAV assets that may have been assigned to or made available to the outgoing Officials to the newly elected officers. The incoming and outgoing Officials shall agree on record that such transition has been completed within those first thirty (30) days.
- i) The new and outgoing Executive Officer and Directors shall make necessary arrangements to transfer the authorized signers on all bank accounts and financial transactions. Other than change in signors, no other changes shall be made during this transition.

XIV. Dispute Resolution/Arbitration

1) Dispute Resolution

- i. In the event there is any claim, demand, controversy, dispute, or deadlock between or among the General Members or the Board of Directors relating in any

way to these Bylaws, MAV itself, the business or operations of MAV, or the Articles of Incorporation of MAV, the parties **must** arbitrate any such dispute or deadlock (“Claims”). Any claims, demands, disputes, controversies, or differences shall be exclusively settled by arbitration as set forth herein and pursuant to 8.01-577 et seq. of the Code of Virginia.

- ii. No suit at law or in equity shall be instituted by Members of MAV except on grounds only of malicious, willful and flagrant violation of law and intentional miscarriage of justice by the arbitrator(s). Notwithstanding the foregoing, the arbitration decision shall be binding on the parties to the dispute and the judgment may be entered on such decision in any court having jurisdiction.
- iii. In the event an Executive Officer wishes to contest his or her removal from an elected office by the Board of Directors, the Executive Officer shall contact the Board of Directors or the committee that rendered the decision to discuss the reasons for removal. If the Executive Officer is still not satisfied with the decision, a written request for arbitration may be submitted by the Executive Officer to the Board of Directors.

2) Arbitration

- i. Appointment.
 - A. There shall be an arbitration panel that consists of five (5) Members selected by majority vote of the Board of Directors (“Panel”).
 - B. Once voted on, the individual panelists (each a “Panelist”) shall each agree to being a Panelist and sign a non-disclosure agreement with MAV.
 - C. The Panelists must be Members and cannot be a member of the Board of Directors or Executive Officers, nor can they be connected to the case being arbitrated.
- ii. Term. Each panelists shall be appointed for five (5) years. Any vacancies arising in the Panel shall be filled by the Board of Directors for the unexpired term of the replacing Panelist.

3) Procedures.

- i. Upon receipt of a Claim, the Board of Directors, through the Chairperson (unless s/he is part of the Claim), shall submit the Claim to the Panel.
- ii. The Panel shall email the petitioner and the respondent with the names of the Panelists.
- iii. The petitioner and the respondent shall each choose one Panelist from the Panel and the two (2) selected Panelists shall choose a third Panelist to preside over the matter within a timely manner(“Arbitration Committee”).

4) Rules

- i. Initial Pre-Arbitration Conference

After a petitioner has submitted his/her Claim to the Panel and the Arbitration Committee has been assembled an Initial Pre-Arbitration Conference shall be held with the respondents and their counsel, if retained. If counsel and the represented party, after having received appropriate notice, fail to attend, the Arbitration Committee may go forward. The agenda for the Pre-Arbitration Conference may include the following matters:

- A. Scheduling
- B. Logistics
- C. Substantive issues
- D. Claims and Counterclaims; Responses (providing details to opposing party, etc.)
- E. Format and sequence to be followed in the Hearing
- F. Other matters deemed appropriate by the Arbitration Committee
- G. All matters addressed in the Pre-Arbitration Conference will be resolved by agreement of counsel subject to approval by the Arbitration Committee. If agreement cannot be reached, the Arbitration Committee will decide such matters.

ii. Statement of Claims, Counterclaims and Responses

During the Initial Pre-Arbitration Conference or at any other time, the Arbitration Committee may require a party to provide an opposing party with a statement of Claim, a statement of Counterclaim, and/or appropriate responses. In so doing, the Arbitration Committee may require statements of fact, statements of position, and/or statements of relief sought.

iii. Communication with the Arbitration Committee

The Arbitration Committee shall elect a chair ("Amir") who will serve as the point of contact with the Arbitration Committee. No ex parte communication with the Amir shall be allowed. All communications with the Arbitration Committee by any counsel or party shall be made in a meeting or in a conference call with the Amir and all parties having been given reasonable notice. All such meetings or conference calls shall be arranged by the Amir. All written communications with the Arbitration Committee shall be made through the Amir unless the Arbitration Committee directs otherwise. Copies of all such communications shall be sent to all parties by the same means and at the same time as the original communications were sent to the Amir.

iv. Hearing

A Hearing is a proceeding during which the parties will present evidence and argue conclusions of law regarding the merits of the Claims (and Counterclaims).

The Amir shall preside over a Hearing. The Amir shall administer an oath to each witness to tell the truth. Relevant, non-privileged evidence may be admissible. The Amir shall have the discretion to require that some or all the proceedings be conducted remotely via telephone, video conferencing, or other means unless all parties specifically agree otherwise. The general order of these proceedings will be like that used in courts. Hearings will be convened privately.

v. Recording Proceedings

Any party may procure, at its own expense, appropriate services to record a Hearing or any other proceeding. The Amir shall have the discretion to require the parties to retain the appropriate services to record a Hearing or any other proceeding, the cost of which will be paid by the parties as determined by the Amir.

vi. Award

The Arbitration Committee shall determine the outcome of the Claims (and Counterclaims) based on the governing law as applied to the proven facts unless the parties or their counsel agree in writing, with the approval of the Arbitration Committee, on a different basis for determining the outcome. Likewise, the Arbitration Committee may provide relief, including equitable relief where appropriate. Such determinations will be memorialized in a written document (“Award”) unless otherwise agreed by the parties, subject to the approval of the Arbitration Committee. The Amir may sign the Award with a handwritten or electronic signature. The Amir will deliver the Award by regular mail, electronic mail, or facsimile to the counsel for the parties, or to any unrepresented party, within a reasonable time after the Hearing and any post-Hearing activities are completed. The Award shall be binding upon the parties without any right of appeal except that allowed by governing law or contract.

During the pendency of the Arbitration, the Arbitration Committee may also issue “Interim Awards” that provide for temporary, interlocutory, or partial rulings. No judicial relief from any such Interim Awards may be pursued until the completion of the Arbitration, subject to governing law or contract. Judgment may be entered on the Award, and such judgment may be enforced, pursuant to processes available under governing law.

vii. Immunity

The Arbitration Committee is an extension of MAV. The Arbitration Committee shall not be liable to the parties and those signing the Agreement to Arbitrate for any act or omission relating in any way to the Arbitration. Furthermore, neither the Arbitration Committee nor MAV shall be subpoenaed or otherwise compelled to testify or to produce any files, documents, or materials pertaining to this Arbitration in any judicial, regulatory, or administrative proceedings. If any

person or entity files a suit or otherwise makes a claim, or seeks a subpoena or other legal process in violation of this section, such person or entity shall be responsible for all reasonable counsel fees and costs incurred by the Arbitration Committee and/or MAV in responding to and prevailing against any such actions.

XV. Conflict of Interest

- 1) A conflict of interest arises when a Director, an Executive Officer or other key person, or that person's Family Member(s) or a business that has ties to the person is considering taking an action or entering into a transaction that might benefit personal interests of that person. Potential conflicts of interest include, but are not limited to, the following:
 - a. When the person initiates or participates in dealings on behalf of MAV with a third party where the Member has an ownership or investment interest;
 - b. When the person or Family Member of the Member receive, directly or indirectly, compensation or other benefits in connection with a transaction into which MAV enters;
 - c. When the person or Family Member of the person receives, directly or indirectly, personal gifts or loans from a third party in connection with a transaction into which MAV enters;
 - d. When the person is a member of a Board of Directors or administration of another nonprofit organization that is competing with MAV for a grant or contract; or
 - e. When the person pursues a transaction being considered by MAV for personal benefit.
- 2) No person shall be present for or participate in Board of Directors or Committee discussions or votes pertaining to:
 - a. The person's own compensation;
 - b. Compensation of the person's Family Member(s);
 - c. Compensation of any person who stands to direct or control them in an employment relationship;
 - d. Compensation of any person who stands to directly affect their financial interests; or
 - e. Any other compensation decision from which the person stands to benefit.

- 3) In the case of compensation for personnel the following additional procedures apply:
- a. The Board of Directors or a Committee authorized by the Board of Directors shall approve compensation before is implemented;
 - b. The Board of Directors or authorized Committee shall base approval of compensation on appropriate data, including compensation paid by comparable organizations (three or more) for functionally similar positions, availability of similar services in the geographic area of MAV, and compensation surveys compiled by independent firms;
 - c. The Board of Directors or authorized Committee shall contemporaneously document:
 - i. The terms of compensation and date of determination;
 - ii. Minutes of decision making, including voting data;
 - iii. The comparability data relied on and how it was obtained;
 - iv. If the compensation is higher or lower than the range of comparable data, the basis for the determination; and
 - v. Any actions with respect to consideration of the compensation by anyone on the Board of Directors or a Committee who had a conflict of interest with respect to the matter.
- 4) In the event MAV sponsors or provides through MAV any competitions where monetary awards, scholarships or any other item of consideration is awarded or granted to Members, including Family Members of elected officials, the elected officials are prohibited from judging, administering, supervising, or otherwise influencing the outcome of the contest. Such tasks shall be performed by independent third parties, which may include Members that do not hold any elected office at MAV and non-members of MAV.
- 5) No elected officials shall receive any compensation for their work for which the officials were elected.
- 6) It is the responsibility of each Director and each Executive Officer to notify the Board of Directors of any suspected or potential conflict of interest in carrying out his or her duties under these Bylaws and any other commitment to any other organization, government, or interest. The Board of Directors shall investigate the matter and determine whether or not there is a valid conflict of interest and make appropriate rulings that are in the best interest of MAV.

XVI. Communications

- 1) All publicity, press releases, discussions with any media reporters and advertising in connection with MAV will be subject to approval by MAV Executive Director, in consultation with MAV Executive Officers.
- 2) Personal views and comments expressed by a Member or MAV employees do not represent official position of MAV in any capacity.
- 3) All elected Directors, appointed officers, employees, and representatives of MAV are prohibited from expressing political views on behalf of MAV or using MAV facilities or assets to express personal political views.
- 4) Prior to making their personal and political known, Directors, appointed officers, employees, and representatives of MAV must be disclose that they are not representing MAV and that MAV does not necessarily endorse any personal statements that may be made.

XVII. Severability

If any provision of these Bylaws becomes invalid or unenforceable by force or operation of law, the other provisions of the Bylaws shall remain valid and enforceable.

XVIII. Indemnification

All Directors, Founding Members, Life Members and any General Member especially assigned a responsibility and their heirs, executors and administrators, estates and effects shall be indemnified and saved harmless, out of the funds of MAV, from and against:

- a) All costs, charges and expenses whatsoever which such Members sustain or incur in or about any action, suitor proceedings which is brought, commenced or prosecuted against such Members for or in respect of any act, deed, speech, writing, matter or thing whatsoever, heretofore or hereafter made, done or permitted by him in or about the execution of duties of his office, provided that such act or deed did not constitute a breach of said Member's fiduciary duty under law; and
- b) All other costs, charges and expenses which the Member(s) sustain(s) or incur in or about, in relation to the affairs thereof, except such costs, other charges or expenses as are occasioned by his own willful neglect, default, unlawful actions, and Member actions or forbearance of actions on related events that resulted in removal of any such Member from Membership or office under these Bylaws.

XIX. Amendment

ANY MODIFICATION OR AMENDMENT OF THESE BYLAWS SHALL BE DONE ONLY BY THE MAV BOARD OF DIRECTORS UPON APPROVAL BY AFFIRMATIVE VOTE OF AT LEAST PERCENT (80%) OF THE BOARD OF DIRECTORS TO DO SUCH MODIFICATION OR AMENDMENT.

NO MODIFICATION OR AMENDMENT OF THESE MUSLIM ASSOCIATION OF VIRGINIA, INC. BYLAWS WILL BE EFFECTIVE UNLESS IT IS APPROVED BY MAJORITY VOTE OF MAV MEMBERS AT A GENERAL BODY MEETING AT WHICH A QUORUM OF MEMBERS IS PRESENT.

XX. Dissolution

Pursuant to Article V of MAV's Articles of Incorporation, the Corporation may be dissolved upon (a) the written recommendation of not fewer than seventy-five percent (75%) of the members of the Board of Directors and (b) the affirmative vote of more than two-thirds (2/3) of the General Members of the Corporation acting at a meeting at which a Quorum of Members is present. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such a manner or to such organization or organizations that are organized and operated exclusively for Islamic religious purposes as at the time shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County of Prince William (in which the principal office of the Corporation is now located), as such court shall determine, to an organization that complies with the intent of this Article XIX.

**Exhibit A to MAV Bylaws
History of Muslim Association of Virginia (MAV) and
MAV Governing Documents**

PREAMBLE

Introduction: Around May 1986, Muslims in northern Virginia gathered informally at each other's residences to pray. By May 1989, efforts to establish the Muslim Association of Virginia, an unincorporated association ("MAV") were more formally initiated. On December 10, 1989, the community met at the Dale City Recreation Center to hold the Inaugural General Body Meeting to establish the Muslim Association of Virginia, approve the Constitution, and elect the Board of Directors. Individuals that helped establish Muslim Association of Virginia commenced their support on various dates beginning from the early planning periods and continuing through its official written establishment date of December 10, 1989. Throughout this period, some contributing individuals relocated out of the area and other individuals joined their efforts to bring about the founding of the Muslim Association of Virginia. Only Allah (God) knows the names every one of these individuals. Formal written records of participating community Members were not recorded until the establishment of MAV at the Inaugural General Body Meeting on December 10, 1989. Acknowledging that there were other participating individuals during this period, only the four (4) individuals listed below are cited on record as Members of Muslim Association of Virginia on the day of its establishment on December 10, 1989, and no other Members registered as Members during the 1989 inaugural year. The names of these Members of record are listed below in alphabetical order.

- 1) Mohammad Aslam
- 2) Azim Beg
- 3) Khalid Umar Quraishi
- 4) Kafayatullah Rahmani

Supersedure:

Muslim Association Of Virginia's governing constitutional documents has changed from time to time to meet the evolving needs of the Muslim community. MAV's first Constitution, made effective at the Inaugural General Body Meeting dated December 10, 1989, was superseded (by majority vote of MAV Members at the Annual General Body Meeting dated September 30, 1997) by a new governing document, entitled, CHARTER, CONSTITUTION AND BYLAWS OF THE MUSLIM ASSOCIATION OF VIRGINIA. Through a series of name changes (explained in the following section), MAV restructured from an "LLC" corporation to a non-stock "Inc." corporation to properly align with its intended function as a non-profit religious organization. The final result was a change of name from Muslim Association of Virginia, LLC, to Muslim Association of Virginia, Inc. The legal structure of the new non-stock corporation affected a requirement to amend the CHARTER, CONSTITUTION AND BYLAWS OF THE MUSLIM ASSOCIATION OF VIRGINIA to meet the functional needs of a non-stock "Inc." corporation. This document was replaced by

majority vote of MAV Members at a General Body Meeting held on January 12, 2007, by the new governing document entitled, Muslim Association Of Virginia, Inc. Bylaws which was made effective on January 12, 2007. This document supersedes and makes void any prior or collateral documents and understandings; whether they be implied through any communication medium or expressed in writing and it is the complete and sole document that now governs the affairs and operations of the MAV.

MAV is a faith-based non-profit organization established in the Commonwealth of Virginia. On 10 June 2004 a certificate of organization was granted by the Virginia State Corporation Commission for the “Muslim Association of Virginia, LLC”. Although Muslim Association of Virginia, LLC is a separate legal entity from the original Muslim Association of Virginia, it is the goal of Muslim Association of Virginia that these Bylaws to be followed by Muslim Association of Virginia, LLC, by reference to them in the Operating Agreement of Muslim Association, LLC, and for all Members of Muslim Association of Virginia to join, and become the Members of, Muslim Association of Virginia, LLC. Muslim Association of Virginia, LLC was established per legal advice that the “LLC” corporate standing met corporation requirements for operating a non-profit organization. MAV subsequently received legal advice from several other sources that an “LLC” organizational structure is a profit bearing organizational structure and that the “LLC” organization holding is inappropriate for MAVs non-profit organizational needs. To correct this action, in 2006, MAV established an interim non-stock corporation, “Virginia Muslim Association, Inc.”, to permit dissolution of the “LLC” company and establishment of an “Inc.” company. As of August 15, 2007, Muslim Association of Virginia, LLC was dissolved and the name of the interim corporation, Virginia Muslim Association, Inc. was changed to the current name of Muslim Association of Virginia, Inc. All organization changes have been approved and filed with the State Corporation Commission of Virginia.

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