

# **IN THE NAME OF GOD, MOST MERCIFUL AND COMPASSIONATE**

## **MUSLIM BAR ASSOCIATION OF NEW YORK BYLAWS**

### **I. NAME**

The Association shall be called the Muslim Bar Association of New York (hereinafter “MuBANY” or “Association”).

### **II. OBJECTIVES**

The objectives of the Association include:

- To organize and represent Muslim attorneys 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 attorneys, promote education on issues relevant to Muslim attorneys, and take all other steps necessary to further the professional development of Muslim attorneys 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 status under law. The Association shall work with other organizations regardless of racial, national, or religious background to realize these objectives.

The Association is a non-profit public benefit entity and the Association’s property, assets, profits and net income are dedicated irrevocably to these objectives.

### **III. MEMBERS**

To be eligible to become a Member of the Association, the prospective member must hold a J.D., L.L.M., L.L.B. or other similar law degree or must currently be a law student.

Any person meeting the jurisdictional requirements of the foregoing paragraph shall become a Member of the Association upon completion of a membership application and payment of dues. Dues shall be required on an annual basis. The Board of Directors reserves the right to review membership applications and, with a supermajority vote, deny membership.

Membership dues for prospective members can be waived for hardship reasons upon application to the Board of Directors. Membership dues shall be waived for law students for their first year of membership in the Association.

**Removal of Member.** Any Member may be expelled, censured, or suspended from membership for cause upon a super-majority (one more than a majority) vote of the Board of Directors at a Board of Directors meeting. “Cause” shall be defined as: 1. gross negligence; 2. willful misconduct; 3. conviction of a felony; or 4. 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.

Written notice of the intention to expel, censure, or suspend 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 address as appears on the membership rolls shall constitute such notice. No Member shall be expelled, censured, or suspended without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

**Re-application for Membership by a Removed Member.** 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.

#### IV. OFFICERS

There shall be four Officers of the Association: President, Vice President, Secretary, and Treasurer.

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 of Directors;
- b. Call meetings of the Board and serve on the Board of Directors;
- c. Preside over all meetings of the Association;
- d. Perform such other functions as are necessary or appropriate to the Association.

The Vice President shall have those powers as the President so delegates, and shall act as the President, in the absence of the President. In circumstances in which 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, or at least until the Association is able to

conduct an election for a new President. The Vice President shall serve on the Board of Directors.

The Treasurer shall:

- a. Be responsible for the safeguarding of all funds received by the Association and for their proper disbursement in accordance with budget parameters;
- b. Keep an accurate roll of the Members; notify Members when their membership has lapsed; collect dues; and under the direction of the Board of Directors, expend or deposit the funds of the Association pursuant to applicable state and federal laws and regulations;
- c. Keep regular accounts, in the books of the Association, which accounts shall be open to inspection by any member of the Board of Directors 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 of Directors, 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. Serve on the Board of Directors.

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

The Secretary shall:

- a. Keep a record of the proceedings of the Association, keep record of all Meeting minutes, maintain information and related documentation concerning the activities of the Association, and keep 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;
- d. Oversee the Association's external materials (e.g., website), unless this is delegated by the Secretary to or assumed by another Member; and
- e. Serve on the Board of Directors.

Officers shall serve two-year terms, and no Officer shall serve in the same position for more than two consecutive two-year terms. Law students shall not be eligible to serve as President, Vice President or Treasurer, but may serve as Secretary. Only a dues-paying Member shall be eligible to hold a position as an Officer of the Association.

## V. BOARD OF DIRECTORS

There shall be a Board of Directors of the Association consisting of nine members—the five Directors and the four Officers.

The Board of Directors shall manage the affairs of the Association subject to and in accordance with the Bylaws. The five Directors shall serve one-year terms and no Director shall serve for more than three consecutive terms.

The Board of Directors shall meet monthly at a prescribed time to be agreed upon by the Board. The Board may meet in-person or telephonically, as the Board may deem appropriate, but if the Board meets telephonically for three consecutive meetings then the fourth meeting must be held in-person. A quorum shall consist of five members of the Board of Directors. The location of the Board of Director meetings shall be rotated as best as possible. All Directors taking part by conference telephone or similar communication equipment shall be deemed to be present in person at such meeting.

The failure to attend three consecutive Board of Director meetings or four Board of Director meetings in total in one calendar year without good cause shown shall result in loss of status as a member of the Board of Directors. Good cause excludes work and/or school commitments.

All Board of Director meetings shall be open to Members. Any Meeting or any portion of any meeting may be closed to Members if and when appropriate, as determined by the Board of Directors. Only members of the Board of Directors can vote on matters raised at meetings of the Board of Directors.

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

**Removal of a Director or Officer.** Any Director or Officer may be removed, expelled, censured, or suspended for cause shown upon a super-majority (one more than a majority) vote of the Board of Directors at a meeting of the Board of Directors. “Cause” shall be defined as: 1. gross negligence; 2. willful misconduct; 3. conviction of a felony; 4. such other reason a super-majority of the Board of Directors deems appropriate under the circumstances, including but not limited to, a vote of no confidence by the Board of Directors.

Written notice of the intention to expel, censure or suspend and reasons therefore shall be provided to the Director or Officer at least thirty (30) days prior to the meeting date. Electronic means of communication to the last known address as appears on the membership rolls, shall constitute such notice. No Director or Officer shall be expelled, censured or suspended from the Board of Directors without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

If the Board of Directors removes any Officer or Director of this Association, the removed Officer or Director may request for binding arbitration between the Board of Directors and the removed Officer or Director to challenge the removal of the Officer or Director. The form and manner in which the arbitration is conducted shall be established by the Board of Directors, and may be revised by the Board of Directors as needed, but it may not be revised within thirty days of the removal of an Officer or Director, or during the course of an ongoing arbitration.

**Vacancies.** Any vacant office may be filled for the unexpired term by a Board of Directors appointment except in the case of the office of President, which shall be filled for the unexpired term by the Vice President of the Association.

**Ombudsperson.** In the event of a conflict or for any other appropriate reason, the Board of Directors may appoint, on an *ad hoc* basis, an ombudsperson to act as a facilitator in areas where the Board may deem necessary.

## VI. ELECTIONS

Elections will be held at or before the Annual General Meeting. The membership will elect both the Officers and the Directors. Members may vote in absentia. 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.

Consistent with the Association's intent to be a member-driven Muslim Bar Association, the Association's pre-incorporation Steering Committee shall establish an open election procedure to elect the Association's first Officers and Directors.

## VII. MEETINGS

**General Meetings.** The Association, as determined by the Board of Directors, shall call general meetings to conduct the affairs of the Association.

**Annual Meetings.** The Association shall call an Annual General Meeting to conduct elections and/or announce election results. For elections and other business requiring votes by Members, the quorum necessary to transact business at the Annual General Meeting shall be twenty percent of the Membership (to be calculated on a date not more than fifty and no less than ten days before the Annual General Meeting date). At the Annual General Meeting, the Association shall update its Members regarding the state of the Association. At the Annual General Meeting, all the powers of the Association may be duly exercised and all proper business of the Association transacted.

**Special Meetings.** Special meetings may be called to discuss matters of concern to the membership. In order to call a special meeting, five or more Members shall submit to the Secretary a written agenda of such meeting. The agenda must provide adequate notice of the subject and intent of the special meeting. The Secretary shall, within five business days of receiving the agenda, notify the general membership of the agenda and the date of such meeting,

which shall be held between seven to fourteen days after such notice has been given to the general membership.

At special meetings, Members may recommend one or more propositions, which must be consistent with the objectives and missions of the Association. If the proposition is adopted by a majority of those in attendance at the special meeting, then the Secretary, at the request of a majority of those in attendance at the special meeting, shall submit the proposition to the general membership for a vote. If the proposition is ratified by 75% of the membership, it shall become binding upon the Board of Directors.

## VIII. COMMITTEES

In pursuance of these Bylaws, the Board of Directors may designate and create committees, each of which shall consist of one or more members of the Board of Directors. The committees may only exercise the authority of the Board of Directors of the Association as delegated by the Board of Directors. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him or her by law.

## IX. MISCELLANEOUS

**Voting.** Each Member is entitled to exercise one vote on matters presented to the general membership. Such vote may be made in absentia.

**Amendment of Bylaws and Certificate of Incorporation.** Proposals to adopt, amend or rescind the Bylaws must be circulated to the Membership for notice and comment at least thirty days prior to the Board of Directors meeting at which the proposals will be voted on. Following this notice and comment period, the Bylaws may be adopted, amended, or rescinded by a super-majority vote (majority plus one) of the entire Board of Directors. The changes adopted by the Board of Directors shall have binding effect unless, within ten days of the Board of Directors' announcement of the adopted changes to the bylaws, a Special Meeting is called and a super majority vote (majority plus one) of the general membership in attendance at the Special Meeting overrules the changes adopted by the Board of Directors.

The Certificate of Incorporation may be amended, altered, changed, or rescinded by the same procedures, subject to applicable statutes.

**Dissolution.** The Association may be dissolved solely upon a super-majority vote (majority plus one) of the entire Board of Directors. Upon the dissolution of the Association, the board of directors, after paying or making provisions for the liabilities of the Association, will dispose of the assets exclusively for the purposes of the Association, or will transfer the assets of the Association to such organization or organizations organized exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as exempt organizations

under section 501(c)(3) of the Code. Any assets not disposed of in this matter, will be disposed of by a court of equity to an organization similar to those described above.

**Arbitration.** The Board of Directors should strongly consider binding arbitration in any contractual relationship with third parties, to the extent possible.

**Certificate of Incorporation.** Reference in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted.