

## MUSLIM BAR ASSOCIATION OF CHICAGO

### BYLAWS

#### ARTICLE I – PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1.01 Name and Principal Office. The name of the corporation shall be the Muslim Bar Association of Chicago (hereinafter referred to as the “MBA”), a non-profit corporation incorporated under the laws of the State of Illinois, and its principal office shall be in the State of Illinois. The MBA may have such other office or offices, at such suitable place or places, within the State of Illinois as may be designated from time to time by the Board of Directors.

Section 1.02 Registered Office and Agent. The MBA shall have and continuously maintain a registered office in the State of Illinois (which may be identical to the principal office or other offices) and the Board of Directors of the MBA shall appoint and continuously maintain in service a registered agent in the State of Illinois, who shall be an individual resident of the State of Illinois or a corporation registered in Illinois, whether for profit or not for profit.

#### ARTICLE II – PURPOSES

The MBA strives to achieve the following purposes:

1. To foster the highest ethics, integrity, and honor of the legal profession;
2. To advance and improve the administration of justice;
3. To serve the general welfare of the community, most particularly those of Muslim faith, by sponsoring and supporting educational and other programs and activities;
4. To advance the delivery of legal services to all members of the community, most particularly to those of Muslim faith;
5. To organize and represent Muslim legal professionals in the Chicagoland area and to advance the goals, needs, and interests thereof;
6. 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 Chicagoland area;
7. To provide spiritual and religious programs for, and cultivate a spirit of companionship among, attorneys of the Muslim faith;

8. 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 the United States of America, and creating an environment that helps guarantee the full, fair, and equal representation of Muslims in American society;
9. To promote Muslim participation in American executive, legislative, and judicial decision-making processes;
10. To encourage entry of Muslims into the legal profession;
11. To assist law student Members in the furtherance of their legal careers and in their continued involvement in the MBA; and
12. To undertake and engage in any and all other religious, charitable, and educational activities in furtherance of the foregoing.

The MBA shall endeavor to ensure that its activities and programs are consistent with the purposes of the MBA. The foregoing enumeration of the purposes of the MBA is made in furtherance, and not in limitation, of the powers conferred upon the MBA by law and is not intended, by the mention of any particular purpose, in any manner to limit or restrict any of the powers of the MBA, other than as provided below. The MBA is formed upon the articles, conditions, and provisions relative to nonprofit corporations, which are contained in the general laws of the State of Illinois. No part of the net earnings or assets of the MBA shall inure to the benefit of, or be distributable to the members, Directors, Officers, other private individuals, or organizations organized and operating for profit (except that the MBA shall be authorized and empowered to pay reasonable compensation for or make payments and distributions in furtherance of the purposes as stated above herein).

### **ARTICLE III – MEMBERS**

Section 3.01            Membership. The Membership of the Organization shall consist of Regular Members, Law Student Members, Supporting Members, and Honorary Members. Membership is subject to the discretion of the Board of Directors. The Board of Directors may also upon a vote of two-thirds of the entire Board create other categories of members with rights and privileges as the Board shall determine from time to time.

(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 Illinois. Regular Members in good standing are entitled to all the rights and privileges of the MBA including the right to hold an elected position within the MBA.

(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. Except

as otherwise specified by the Board of Directors, Law Student Members in good standing are entitled to all the rights and privileges of the MBA except to hold an elected position within the MBA.

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

(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, except as otherwise specified by the Board of Directors, are entitled to all the rights and privileges of the MBA except for the right to hold an elected position within the MBA.

Section 3.02            Membership Application and Dues. Any person meeting the requirements of Section 3.01 above shall become a Member of the MBA 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 vote of two-thirds of the Board, deny membership. Dues shall be required on an annual basis. Membership dues for prospective members may 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 3.03            Removal of a Member. Any Member may be expelled or censured for cause upon a vote of two-thirds of the entire Board upon a determination that the Member's actions are detrimental to the objectives of the MBA. Efforts shall be made that are reasonable under the circumstances to provide notice of the intention to expel or censure and reasons therefore to the affected Member 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 needs to be followed. Any Member so removed may re-apply for membership in the MBA no less than six months after the date of removal. Such application is subject to approval by the Board.

Section 3.04            Annual General Meeting. The Association shall call an Annual General Meeting to 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 3.05            Special Meetings. Special meetings may be called by the Board to discuss matters of concern to the membership. The meeting shall be held at the place in such location as determined by the Board.

Section 3.06                    Notice. The Association shall provide Members with notice for any meeting of the Members.

(a)     *Contents.* A notice of a special meeting 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 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 email, such notice is deemed given when directed to the Member's email address as it appears on the record of Members, or, to such other email address as filed with the Secretary. Members are responsible for providing the Association with their correct and most current postal address 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 email; or (2) the Association otherwise becomes aware that notice cannot be delivered to the Member by 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 3.07                    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 MBA's finances, and the President shall present a report of the MBA's prior and future activities and programs. Such report shall be filed with the minutes of the Annual General Meeting.

#### **ARTICLE IV – BOARD OF DIRECTORS**

Section 4.01                    Power of Board of Directors. The duties and powers of the Board of Directors of the MBA (hereinafter referred to as "Board") shall be the following:

(a)     To manage, supervise, and control the business, property, and affairs of the MBA in order to further the purposes set forth in Article II.

(b)     To elect, from among the members of the Board, a President, Vice President, Treasurer, Secretary, and other Officers if and as deemed necessary or otherwise appropriate to carry out the purposes of the MBA as set forth in Article II.

(c)     To approve financial transactions and disbursement of MBA funds (not already approved in the annual budget), including borrowing, lending, and investing for and on behalf of the MBA.

(d)     To adopt rules and regulations for the conduct of its business, and to delegate the responsibility and authority as shall be deemed advisable, insofar as such

delegation of authority is not inconsistent with the Articles of Incorporation of the MBA or these Bylaws (in their present form or as they may be amended) or to any applicable law.

(e) To set general policies for the organization and be responsible for its strategic direction and long-range plans.

(f) To maintain the financial health and general viability of the organization.

Section 4.02            Number of Directors. The number of Directors of the MBA shall range from five to nine. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 4.03            Election and Term of Directors. Directors shall be elected by the affirmative vote of two-thirds of the then current Board of Directors. Each Director shall have a two-year term, and the terms of the Directors shall be staggered. For purposes of establishing a staggered board, the terms of the initial Directors shall vary in accordance with **Appendix A** attached hereto.

Section 4.04            Qualifications. To be eligible for election as a Director, a person must (1) have integrity and good character; (2) be a licensed attorney in the State of Illinois; and (3) have substantially contributed his or her time or wealth to the mission of the MBA.

Section 4.05            Vacancies. Any vacancy occurring in the Board of Directors may be filled by individuals qualified under Section 4.04 of these Bylaws, with the affirmative vote of two-thirds of the entire Board of Directors. If the number of Directors falls below the minimum number specified in Section 4.03, the vacancy must be filled within sixty days after it becomes vacant, through a Regular or a Special Meeting of the Board of Directors. A Director elected to fill a vacancy will serve the unexpired term of his/her predecessor in office or until his/her successor is elected and shall have qualified.

Section 4.06            Removal of Directors. Any Director may be removed from the office by a two-thirds vote of the entire Board, with cause for: (1) violation of these Bylaws, (2) failing to regularly attend meetings of the Board without justifiable reason for which the Board is timely informed, or (3) performing acts that are in clear violation of Islamic ethics or harmful to the objectives of the MBA.

Such removal may occur only if the Director involved is first provided with adequate notice of the charges against him or her in the form of a statement of such charges by the Board of Directors. The Director involved shall have the right to respond to these charges. Each member of the Board shall review any response independently. The Board then shall act on the basis of advancing the best interests of the MBA.

Section 4.07            Resignations. Any Director may resign at any time by giving written notice to the President or in his/her absence to any member of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board. The successor to a resigning Director shall be selected in accordance with Section 4.05.

Section 4.08            Regular Meetings. A Regular Meeting of the Board of Directors of the MBA shall be held at least once every fiscal quarter, at such time, day, and place as shall be designated by the Board of Directors, for the purpose of transacting such business as may come before the meeting. The Board of Directors may, by resolution, provide for holding of additional Regular Meetings.

Section 4.09            Special Meetings. Special Meetings of the Board of Directors may be called at the direction of the President or by one-third of the Directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 4.10            Notice. Notice of the time, day, and place of Regular Meetings of the Board of Directors shall be given at least one week prior thereto by notice sent by email or other electronic communication to each Director. Notice for Special Meetings shall be given at least two days prior thereto by email or other electronic communication to each Director. Notice shall be deemed delivered on the date such notice is sent.

With respect to any Special Meeting or any Regular Meeting in which a Removal action pursuant to Section 4.06 is on the agenda, the purpose or purposes for which such a meeting is called shall be stated clearly in the notice thereof.

Directors may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.11            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 4.12            Quorum. A majority of all members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of Directors is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 4.13            Manner of Acting. The act of a majority of the members of the Board at a meeting in which there is a quorum shall be the act of the Board of the Directors. Each Director shall have one vote. Meetings may be held by telephone conference to the extent permitted by law. Voting by proxy shall not be permitted. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements, of the Board of Directors. The Board of Directors may adopt rules and regulations for the conduct of its business in accordance with these Bylaws.

Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if the number of Directors required to approve such action consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 4.14            Compensation. Directors shall not receive compensation for their services as members of the Board of Directors. The Board may authorize payment by the MBA of the out of pocket expenses incurred by Directors for their services to the MBA.

## **ARTICLE V – OFFICERS**

Section 5.01            Officers. The Board of Directors shall appoint a President, Vice President, Secretary, and Treasurer selected from among the Directors of the Board, and such other officers (each, an “Officer”) as the Board shall determine from time to time.

Section 5.02            Terms. Officers shall serve for a term of two years. The Board may appoint such Officers to additional terms.

Section 5.03            Qualifications. To be eligible as an Officer of the MBA, a person must fulfill the qualifications required for Directors in Section 4.04 of these Bylaws.

Section 5.04            Resignation. Any Officer may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified therein, or, if the time is not specified, then at the time of acceptance thereof as determined by the Board of Directors, as the case may be.

Section 5.05            Removal. Any Officer may be removed from the office by a two-thirds vote of the entire Board, with cause for: (1) violation of these Bylaws, (2) failing to regularly attend executive committee meetings without justifiable reasons for which the President is timely informed, or (3) performing acts that are in clear violation of Islamic ethics or harmful to the objectives of the MBA. Such removal may occur only if the officer involved is first provided with adequate notice of the charges against him or her in the form of a statement of such charges by the Board. The Officer involved shall have the right to respond to these charges. Each member of the Board shall review any response independently. The Board then shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the MBA.

Section 5.06            Vacancies. Vacancies may be filled by individuals qualified under Section 4.04 of these Bylaws. The successor shall serve the remaining term of the vacant office.

Section 5.07            President. The President shall serve as the chief executive officer of the MBA and shall direct the day-to-day affairs of the organization and is charged with the planning and execution of activities and programs in furtherance of the purposes set forth in Article II. The President shall also have the powers and authority expressly assigned to the President by the Board or by these Bylaws. Any power not expressly conferred to the President or another Officer by these Bylaws or a duly adopted resolution of the Board shall belong to the Board.

Section 5.08            Vice President. The Vice President shall assist the President in the performance of his or duties, and may be called upon to fulfill the role of the President in the absence of the President as may be determined by the Board. In addition, the Vice President shall be responsible for such tasks and assignments as may be requested by the President or the Board.

Section 5.09            Secretary. The Secretary of the Organization shall have all powers and perform all duties commonly included in the office of secretary, including the following duties and responsibilities:

(a)     He/she shall attend all meetings of the Board, and be responsible for the preparation and distributions of minutes of all such meetings to the Board.

(b)     The Secretary shall be the custodian of the Organization's meeting records and principal documents.

(c)     He/she shall ensure that all notices are given in accordance with these Bylaws.

(d)     He/she shall prepare the agenda at the direction of the President for the meetings of the Board.

(e)     He/she shall assist in the preparation of quarterly reports to the Board of Directors describing the activities, present status, future plans, financial reports, and other matters of interest.

(f)     He/she shall perform such other duties as the President may, from time to time, prescribe.

Section 5.10            Treasurer. The Treasurer of the MBA shall have all powers and perform all duties commonly incident to and vested in the office of the Treasurer of a corporation, including the following duties and responsibilities:

(a)     He/she shall be responsible for developing and reviewing the fiscal policies of the MBA for the approval of the Board.

(b)     He/she shall keep the complete and accurate accounts of receipts and disbursements of all amounts. He/she shall deposit all monies and other valuable property of the MBA to the credit of the MBA in such banks or depositories as the Board may designate.

(c)     Besides maintaining the monthly accounts and semiannual reports, whenever required by the Board, the Treasurer shall prepare a financial report, which shall include the balance sheet, a cash flow statement, and statements of income. The Treasurer shall also be able to exhibit the books and accounts to any other officer or Director upon reasonable notice.



(d) He/she shall render a report of the finances of the MBA at each Regular Meeting of the Board or whenever requested by the President or the Board showing all receipts and expenditures for the current year.

(e) He/she shall provide assistance for filing all tax returns and governmental filings, as may be required.

(f) He shall also perform such other duties as the President or the Board may, from to time, designate.

## **ARTICLE VI – COMMITTEES**

Section 6.01 Committees. The President and/or the Board of Directors may appoint such standing or ad-hoc committees as are necessary to further the purposes set forth in Article II.

Section 6.02 Duties and Responsibilities of Committees. The Board shall approve a Charter describing the purposes of each committee. Each committee chair shall propose amendments or revisions to the committee charter from time to time for approval by the Board. Each committee shall keep minutes of its proceedings, which shall be presented at the next meeting of the Board.

Section 6.03 Committee Members. Each committee chair, with the assistance of the President and the Board, shall be responsible for recruiting members to his/her committee. Each committee director may set forth meeting and other procedures for the operation of the committee, which shall be included in such committee's charter. Board Committee members shall be appointed by majority vote of the Board.

Section 6.04 Authority. Each committee shall have the scope of authority granted by the Board or set forth in the relevant committee charter as adopted by the Board.

## **ARTICLE VII – ADVISORY BOARD**

The Board may establish an advisory board from time to time to provide advice, guidance, and other assistance in furtherance of the MBA purposes. Advisors shall be appointed by the Board and shall serve for so long as the Board may determine. Advisors may meet collectively or individually as needed and as determined by the Board.

## **ARTICLE VIII – AGENTS AND EMPLOYEES**

Section 8.01 Agents and Employees. The Board may nominate agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board shall approve all nominations. The agents or employees are required to abide by the policy and guidelines adopted by the Board and follow the instructions of the President for day-to-day operations. In no circumstances shall any agent or paid employees assume or exercise the power and authority vested in the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contractual rights, if any, and the appointment of such person shall not itself create contract rights.

Section 8.02                    Compensation of Agents and Employees. The Organization may pay compensation in reasonable amounts to the agents and employees for services rendered, in the amounts to be fixed by the Board or, if the Board delegates power to any Officer or Officers, by such Officer or Officers.

## **ARTICLE IX – DISPUTE RESOLUTION**

Section 9.01                    In any dispute between individuals relating to the governance, activities, or corporate actions of the MBA, all parties involved shall cooperate in good faith to resolve the dispute for the benefit of the MBA. 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 Judicial Arbitration and Mediation Services (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 X – MISCELLANEOUS**

Section 10.01                    Fiscal Year. The fiscal year of the MBA shall be the calendar year.

Section 10.02                    Checks, Notes, and Contracts. The Board shall authorize, from time to time, appropriate Directors and/or Officers to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 10.03                    Books and Records. All the books and records of the MBA shall be kept at its principal offices in the State of Illinois or at any other place in the State of Illinois as may be designated by the Board, including: (1) correct and complete books and records of financial accounts, (2) minutes of the proceedings of the meetings of the Board and any other committees established or appointed by the MBA, and (3) copies of the Certificate of Incorporation and these Bylaws. All books and records of the MBA may be inspected by any Director, or such person's agent or attorney, for any proper purpose at any reasonable time with a proper written notice. Records may be stored solely in electronic format if and where appropriate.

Section 10.04                    Indemnification and Insurance. Unless otherwise prohibited by law, the MBA shall indemnify any Director, Officer, or other agent or any former Director, Officer, or other former agent against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such Director, Officer, or other agent; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the MBA for damages arising out of his or her own gross negligence or misconduct in the performance of a duty to the MBA.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or other agent. The Board shall determine whether to advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Director, Officer, or other agent; provided, however, that such Director, Officer, or other agent shall undertake to repay or to reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification under this Section.

The provisions of this Section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which such Director, Officer, or other agent may be entitled under any statute, Bylaws, agreement, vote of the Board, or otherwise, and shall not restrict the power of the MBA to make any indemnification permitted by law.

The Board may authorize the purchase of insurance on behalf of any Director, Officer, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Director, Officer, or other agent or out of acts taken in such capacity, whether or not the MBA would have the power to indemnify the person against that liability under law.

Section 10.05            Loans. No loans shall be made by the MBA to its Directors, Officers, or other agents.

Section 10.06            Coordination Between the Board and Officers. The Directors and Officers will make every effort to perform their respective duties and use their respective powers in complete harmony with each other.

Section 10.07            Use of Terms. As used herein, words in any gender shall not be deemed gender-specific, and the singular shall be deemed to include the plural, and vice versa.

Section 10.08            Severability. If any provision of these Bylaws shall be held invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions of these Bylaws shall not be impaired thereby, nor shall the validity, legality, or enforceability of any such defective provision be in any way affected or impaired.

Section 10.09            Amendment of Bylaws. These Bylaws may be amended, from time to time and in as many respects as may be permitted by law, by two-thirds of the entire Board of Directors.

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## **APPENDIX A**

### **INITIAL TERMS OF THE BOARD OF DIRECTORS**

August 2022 to December 2022

- Umair Abdul Qadeer
- Mazen Asbahi
- Zubair Khan
- Amina Saeed

August 2022 to December 2023

- Masood Ali
- Kinza Khan
- Maliha Siddiqui

August 2022 to December 2024

- Ali Alsarraf
- Sara Suleiman