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Whereas,

ARTICLES OF INCORPORATION OF  
MUSLIM AMERICAN SOCIETY

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE  
JANUARY 1, A.D. 1987.

*Now Therefore, I, George H. Ryan, Secretary of State of the  
State of Illinois, by virtue of the powers vested in me by law, do  
hereby issue this certificate and attach hereto a copy of the  
Application of the aforesaid corporation.*

*In Testimony Whereof, I hereto set my hand and cause to  
be affixed the Great Seal of the State of Illinois.*

*at the City of Springfield, this 11TH  
day of JUNE A.D. 1993 and  
of the Independence of the United States  
the two hundred and 17TH*



*George H Ryan*  
SECRETARY OF STATE 2750

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ARTICLES OF INCORPORATION

(Do Not Write in This Space)

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SUBMIT IN DUPLICATE  
Payment must be made by Certified Check, Cashier's  
Check, Illinois Attorney's Check, Illinois C.P.A.'s Check  
or Money Order, payable to "Secretary of State."  
DO NOT SEND CASH!

Date 6-11-93

Filing Fee \$56

Approved 3

TO: GEORGE H. RYAN, Secretary of State

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

Article 1. The name of the corporation is: MUSLIM AMERICAN SOCIETY

Article 2: The name and address of the initial registered agent and registered office are:

Registered Agent ZUHAIR NUBANI  
First Name Middle Name Last Name  
Registered Office 77 W. Washington Street, Suite 505  
Number Street (Do Not Use P.O. Box)  
Chicago IL 60602 Cook  
City Zip Code County

Article 3: The first Board of Directors shall be 3 in number, their names and residential addresses being as follows:  
(Not less than three)

Director's Names	Number	Street	Address City	State
OMAR SOUBANI	2815	Tammany St.	Lansing,	Michigan 48910
JAMAL BADAWI	8	Laurel Lane	Halifax, NS B3M 296	CANADA
AHMAD ELKADI	127	Jenks Circle	PORTLAND CITY, FL	32404

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COOK COUNTY RECORDER

Article 4. The purposes for which the corporation is organized are:

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Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law).

(Continued on attached sheet)

Is this corporation a Condominium Association as established under the Condominium Property Act?

Yes  No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954?

Yes  No (Check one)

Is this a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure?

Yes  No

Article 5. Other provisions (please use separate page):

- B) **Inurement of Income:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- C) **Legislative or political activities:** No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene (including the publishing or distribution of statements in any political campaign on behalf of any candidate for public office.
- D) **Operational Limitations:** Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- E) **Dissolution Clause:** Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes or shall at the time qualify or an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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# Muslim American Society BYLAWS

## Article I

### Name, Nature, and Goals

#### Section 1: Name

*This organization shall be known as the Muslim American Society, hereinafter referred to as MAS or Society.*

#### Section 2: Principle Office

*The Society shall have its principle office in the state of Illinois. The Society may have additional offices in other states in the U.S.A. or Provinces of Canada. The Board of Trustees may change the principle office's location.*

#### Section 3: Nature

*MAS shall be a charitable, religious, social, cultural, educational, nonpolitical, and non for profit organization pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1954. The Society shall not carry on any activity not permitted to be carried on (A) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or (B) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986. No part of the net earnings of the Society inure to the benefit of any individual. The Society shall not carry on propaganda or otherwise attempt to influence legislation (except as provided by law). The Society shall not participate or intervene in any political campaigns on behalf of or in opposition to any candidate for public office.*

#### Section 4: Goals

*The principle goal of the society is to attain the pleasure of Allah (God). Towards this end it shall strive:*

- A. To present the message of Islam to Muslims and non Muslims and promote understanding between them*
- B. To build and nurture the Muslim personality and help Muslims understand, practice, and live the religion of Islam*
- C. To promote family values in accordance with Islamic teachings*
- D. To encourage the participation of Muslims in building a virtuous and moral society*
- E. To promote the human values that Islam came to emphasize, brotherhood, equality, justice, mercy, compassion, and peace*
- F. To promote the Arabic language and the seminal teachings of the Qur'an*

**Section 6: Youth Member**

A Youth member is a Muslim youth under the age of 18 *who is in agreement with the goals of the Society.*

**Section 7: Suspension and termination**

*Suspension or termination of membership: A member may be suspended or terminated based upon the good faith determination by the Executive Office, or any other Committee or person upon delegation, that the member has failed in a material and serious degree to observe the Society's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes of the Society. A person whose membership is suspended shall not be a member during the period of suspension.*

**Article III**  
**The Convention**

**Section 1: Definition**

The Convention is the Society's highest authority, and its decisions are binding on all bodies of the Society.

**Section 2: Composition**

The Convention consists of:

- A. Fifty elected members
- B. Members of the current Board of Trustees (Shura members) and members of the immediate previous Board of Trustees
- C. Members of the Executive Council
- D. *An appropriate number appointed by the Board who need not be Active or Regular members of the Society.*

**Section 3: Electoral Units**

*Regular and Active members for a minimum of two years shall be divided into electoral units. Each unit elects representative(s) to the convention in proportion to the number of its voting members.*

**Section 4: Elected Representative's Qualifications**

The elected Representative must be an Active member who has resided in North America for a minimum of three years, plans to continue to reside in North America for the term of the Convention (three years), *and is known to the Muslim community for actively promoting the Society among Muslims at large.*

**Section 5: Duties**

The Convention represents the general membership in fulfilling the following duties:

- A. Approving and amending the Society's Bylaws
- B. Electing the Board of Trustees and evaluating their conduct

Section 12: Resignation and Termination

Membership in the Convention is vacated in the following situations:

- A. Resignation
- B. Leaving North America permanently or temporarily for at least a year
- C. Ceasing to be a *Regular or Active* member
- D. Suspension of membership for a minimum of six months by a decision of the Executive Council
- E. Disability, death, *criminal conviction, or incarceration*

Section 13: Convention Rules

The Convention shall adopt Convention Rules to regulate its affairs, elections of its members, filling of vacancies, and conduct of meetings.

Article IV

The Board of Trustees

(Majlis Ash-Shura)

Section 1: Definition

The Board of Trustees (Board) is the highest authority of the Society when the Convention is not in session and its decisions are binding on all the bodies of the Society.

Section 2: Membership

*The Board shall be composed of twelve elected members. The elected members may appoint up to three additional members to the Board who need not be Active or Regular members of the Society.*

Section 3: Term

The Board's term shall be *four* years.

Section 4: Meetings

The Board shall hold a regular meeting at least once every four months. Special meeting(s) may be held at the request of the President, one third of the Board, the Chairman of the Board, or the Executive Council. *Meetings may be held by teleconference in which all attending Trustees can hear and converse with one another.*

Section 5: Notice

*A. Notice for regular or special meetings of the Board shall specify the date, time, and place of the meeting. The purpose(s) of the meeting may but need not be specified. Notice shall be given at least a week prior to a regular meeting and two days prior to a special (usually teleconference) meeting. Notice shall be deemed given when deposited in the U.S. or Canadian mail offices, faxed or sent by Express Mail or similar couriers, communicated by telephone or in*

**Section 8: Board Chairman**

The oldest Trustee shall convene the first Board meeting and temporarily chair it. The Board shall elect a *chairman* in its first meeting.

**Section 9: Quorum**

*A simple majority of the* Board shall constitute a quorum.

**Section 10: Voting**

Decisions are passed by simple majority unless otherwise provided by these Bylaws.

**Section 11: Vacancies**

If a vacancy occurs by resignation, ceasing to be an Active member, incapacity, or relocation outside North America, the first runner-up (in the election) shall fill the vacancy unless the vacated seat is an appointed member *or there are no more runners up in the last election*; in which case(s), the Board may appoint a successor.

**Article V**  
**Officers**

**Section 1: Officers**

*The officers of the Society shall be the President, two Vice-Presidents, Secretary, and Treasurer.*

**Section 2: President**

- A. The President is the chief executive officer of the Society, who represents and speaks on behalf of the Society.
- B. Election- The Board of Trustees shall elect the President in a legal meeting from among its elected members within a month of its election. A majority of the total members of the Board shall be required to elect the President.
- C. Qualifications- To be nominated for President, a Trustee shall be a Regular or Active member of the Society in good standing for eight years, and shall be at least thirty years old.
- D. Duties-The President shall fulfill the following duties:
  - 1. Presiding over the Executive Council, directing and supervising the various executive divisions and sections of the Society, and assuring their fulfilling of their duties.
  - 2. Addressing urgent and emergency Society matters and making necessary decisions. Such decisions shall be presented to the Executive Council in its next meeting.
  - 3. Nominating Executive Council members and dissolving the Executive Council in a legal Board meeting.

**Section 3: Term**

The term of the Executive Council is four years in concurrence with the Board's term.

**Section 4: Executive Council Rules**

The Executive Council shall have rules which regulate its internal functioning, specifying its composition, duties of each member, quorum, meetings, and notice.

**Section 5: Duties**

The Executive Council shall fulfill the following duties:

- A. Formulating policies, plans, and programs, subject to the approval of the Board
- B. Evaluating, supervising, and following up on the various executive bodies and committees of the Society to assure that their performance is in accordance with the policies, plans, and programs of the Society
- C. Establishing and directing the Society's institutions, divisions, sections, and executive committees and bodies, whether central or regional, to achieve the goals and plans of the Society and coordinate their work.
- D. Forming rules and regulations for the various executive bodies and committees of the Society
- E. Selecting heads and members of the various Society institutions, divisions, sections, and committees
- F. Directing public relations and external affairs of the Society and coordinating with other institutions
- G. Preparing the budget of the Society

**Article VIII**  
**Indemnification**

**Section 1: General**

*The Society shall indemnify any person who was or is a party, or threatened to be a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative action relating to such person acting as Convention member, Trustee, Officer, Executive Council member, staff, or consultant of the Society. Such indemnity includes indemnity against expenses (including attorney's fees) judgments, finds, and amounts paid in settlement actually and reasonable incurred by such person in connection with such action, suit, proceeding, or judgment if such person acted in good faith and in a manner he or she reasonable believed to be in, or not opposed to, the best interests of the Society, and with respect to any criminal action or proceeding, that the person had reasonable cause to believe his or her conduct was unlawful.*



on behalf of the Convention member, Trustee, Officer, Staff, or Consultant of the Society to pay such amount.

**Section 6: Indemnification not Exclusive**

The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the bylaws, or by agreement, vote of disinterested Trustees, or otherwise. The indemnification hereunder shall extend both to action in his or her official capacity on behalf of the Society and as to action in another capacity while holding such position, and shall continue as to a person who has ceased to be a Convention member, Trustee, Officer, Staff, or Consultant and shall inure to the benefit of the heirs, executors and administrators of such person.

**Article IX**  
**General Provisions**

**Section 1: Term**

The term of the various Society bodies starts a month following the regular meeting of the Convention and in which an election takes place. The terms of the Board, President, Executive Council, and Officers start at that date.

**Section 2: Fiscal Year**

The fiscal year shall initially begin on the first day of January and terminate on the last day of December of each calendar year. The Board may change the fiscal year by a majority vote.

**Section 3: Proxy**

All voting shall be cast in person; no proxy, power of attorney, or representation is accepted.

**Section 4: Amendment**

- A. These Bylaws may be amended in a legal meeting of the Convention by a two thirds majority vote.
- B. The Convention shall consider proposed Bylaw amendment(s) if presented by an Active member to the Board at least two months prior to the meeting of the Convention.

**Section 5: Interpretation of Bylaws**

The Convention interprets and construes the Bylaws when in session. When the Convention is not in session, the Board assumes that responsibility.

**Section 6: Transitional Rules**

A. All founding members of the Society are considered Active members. The Society secretary shall prepare a list of founding members.

B. Length of membership requirement for any office (Convention membership, Board of Trustees, President ... etc.) are waived for founding members.

**Section 7: Dissolution**

A. By a two third's majority vote of the members present at a duly called for Convention meeting in which a quorum is present or by a mail vote receiving no less than a two third's majority vote of returned ballots but under not circumstances by less than a majority of the entire Active and Regular members, the Society may be dissolved.

B. Upon dissolution of the Society and after paying or making provisions for payment of all liabilities of the Society, and in furtherance of the purposes of the Society, all assets shall be distributed to the North American Islamic Trust (NAIT), a non for profit, charitable, and religious federally tax exempt organization under section 503 (c)(3) of the Internal Revenue Code of 1954, providing NAIT agrees to use such assets to further the goals of the Society. If NAIT does not exist at the time of the Society's dissolution, no longer qualifies as a federally tax exempt organization or declines to accept such assets, then Society's assets shall be distributed to a federally tax exempt, non for profit, and charitable Islamic institution(s) which shall agree to use such assets to further the Society's goals. Names of such organizations and assets' amounts distributed shall be as specified by the Convention or, in the absence of a Convention's decision, as specified by the Board.

(Section 8 Definitions - delete)

**ZUHAIR NUBANI**

*Attorney at Law*  
77 W. Washington, Suite 505  
Chicago, Illinois 60602  
Tel: (312) 781-0918  
Fax: (312) 332-3403

December 15, 1995

Ruthann Watts  
Internal Revenue Service  
20719 Waatertown Rd. #105  
Waukesha, WI 53186-1802

Re: Muslim American Society

Dear Ms. Watts:

In reference to the above captioned applicant, please find attached the information you requested.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

*Zuhair Nubani*  
ZUHAIR NUBANI

ZN/cf

**RECEIVED**  
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