

**CONSTITUTION OF THE
MOHAMMADIA CENTER OF
NORTHERN VIRGINIA, INC.**

PREAMBLE

All praise be to Allah, the Lord and the Creator of the worlds. Peace and blessing be on the best of his creations, the last of his prophets and apostles, the chief of the earlier and the later ones, the redeemer of the sinners, the Mercy unto the worlds, Mohammed and his progeny, the clean, the pure and the infallible ones.

Allah is the absolute authority who created ADAM without a father and a mother, and created JESUS without a father. ALLAH has sent 1,240,000 PROPHETS including ADAM, NOAH, ABRAHIM, ISSAC, ISMAIL, MOSES, JESUS, and MOHAMMAD (A.S.) for the guidance of mankind. Religion of all the prophets from ADAM to prophet MOHAMMAD (pbuh) was Islam and its development started from ADAM through NOAH, ABRAHIM, ISSAC, ISMAIL, MOSES, and JESUS and was completed when the prophet of Islam was returning from his last HAJJ. At khum-e-khadeer the prophet announced the appointment of ALI as his successor and the leader of the UMMAH. ALLAH revealed to the prophet of Islam "today I completed your religion i.e ISLAM (AL-QURAN). (5:4) Just like the prophethood the institution of "IMAMAT" is also instituted by ALLAH for the guidance of the (human beings) universe, and conferred upon the chosen ones among his prophets like ABRAHIM proving himself to be worthy of it, by passing through a test, effected by ALLAH himself. IMAMAT was conferred upon Prophet ABRAHIM and continued in his progeny among those who were pure physically and spiritually, until it reached the holy prophet. With the conclusion of the prophethood the IMAMAT continued in the holy "AHLUL-BAIT" who have

been declared by ALLAH to be pure and clean.

The IMAMAT starts with ALI ibne ABI TALEB (A.S.) ends with Imam Mohammad Ibne Hasan-Al-Askari (A.S.), THE LAST AND LIVING IMAM OF THE AGE. As Jesus (A.S.) is the progeny of Abraham (A.S.) Ishaq (A.S.) and Moses (A.S.) was rescued from the hands of evil forces, the IMAM AL-MAHDI, also is the progeny of the same ABRAHIM, through his first son Ismail was also rescued from the plots of MO'TAMAD (the evil force) and is kept alive by the will of ALLAH, and will reappear when the LORD wills, with his appearance, THE HOLY PROPHET JESUS (A.S.) will also return. The most important incident in the human history took place in 680 AD when IMAM HUSSAIN stood against the evil Ummayed dictator Yazid to uphold Islam, Islamic laws, human rights, social justice and equality of human beings. IMAM HUSSAIN along with his family and 72 companions were ambushed by the tens of thousands of Yazid's army in the desert of KARBALA, Iraq. To commemorate the martyrdom of IMAM HUSSAIN and his companions and to propagate the teachings of AHLULBAIT (Islam), concerned believers have always tried individually and collectively to hold gatherings when the above mentioned incident is recited in detail. It was only through the blessings of ALLAH and AHLUL- BAIT that a few momeneen gathered on May 24, 1998 at the house of the late BR. AKHTAR ABBAS. This group of momeneen decided to organize a non-profit Islamic organization to have a CENTER in Northern Virginia.

MAY ALLAH KEEP US ALL ON THE PATH OF AHLUL-BAIT

A SORAH-E-FATEHA FOR

BROTHER AKHTAR ABBAS AND ALL THE MOMENEEN

CONSTITUTION OF MOHAMMADIA CENTER OF NORTHERN VIRGINIA

ARTICLE 1

NAME AND OBJECTIVES

1. The name of this non-profit organization is MOHAMMADIA CENTER OF NORTHERN VIRGINIA, INCORPORATED, (here in after referred to as the CENTER), and its headquarters is, and will always be located in the Commonwealth of Virginia.
2. The " CENTER " is incorporated as a non-profit organization under and pursuant to the laws of the Commonwealth of Virginia.
3. The functions and objectives of the CENTER shall include the following:
 - (a) To pursue the religious, educational and cultural activities of the Shia Asnashari. To work for the betterment of humanity under the guidelines of Allah and Ahlul-bait.
 - (b) To serve as a center for the Muslims, following the Shia Asnashari school of thought.
 - (c) To assist in conducting Muslim religious and social ceremonies such as marriage and funeral arrangements.
 - (d) To perform charitable works for needy Muslim families in and outside of the United States of America.
 - (e) To assemble and procure writings in the English and Urdu Languages about the Shia Asnashari and to make them available for circulation.
 - (f) To provide financial assistance to scholars of the Shia Asnashari for the purpose of encouraging the translation and compilation into English and Urdu of publications relevant to the needs of the members of the Shia Asnashari community.
 - (g) To undertake or participate in any activities or functions that promote the interests of Islam and / or Muslims broadly and in general.

ARTICLE II

STATEMENT OF BELIEFS

1. The members of the Center affirm that the fundamental principles of religion (Usool-e-Deen)) are as follows:

- | | | |
|------|---------|---|
| i. | Tawheed | There is no God but Allah. |
| ii. | Adl | Allah is just. |
| iii. | Nabuwat | Mohammad (P.B.U.H.) is the last Prophet of Allah. |
| iv. | Imamat | Imamat is the institution inaugurated by Allah subanatalah for the guidance of human beings and the 12 Imams are the successors of the Holy Prophet Mohammed (P.B.U.H.) |
| v. | Qiyamat | There is a day of Judgement. |

2. The members of the Center affirm that the doctrines of religion (Furoo-e-Deen) are as follows:

- i. Namaz Prayer
- ii. Roza Fast
- iii. Haj Pilgrimage to Mecca
- iv. Zakat Monetary donation for religious purposes according to prescribed rules.
- v. Khums One fifth levy.
- i. Jehad Struggle in the name of religion

3. The members of the Center believe and affirm that the Prophet of Islam has blessed the members of the Shia Asnashari with two valuable things for guidance in this world; namely:

- i. The Quran (the word of God as revealed to Prophet Mohammed (P.B.U.H.) and
- ii. The Ahl-ul-Bait (the direct family descendent and successors of the Holy Prophet Mohammed (P.B.U.H.)

ARTICLE III

1. Membership

The membership of the Center is open to all Shia Asnashari Muslims at least 18 years old who follow the Shia Asnashari school of thought and, who agree to obey and uphold the principles and purposes of the Center as stated in this Constitution and may be incorporated in its bylaws.

The interpretation of the tenants of Islam and Quranic injunctions will be based on the reasoning and teaching of the Ahl-ul-bait and the Shia Asnashari.

2. Family membership fee is \$180.00 per year. Individual or single membership is \$120.00 per year. Membership dues may be revised from time to time by the Board of Directors, subject to approval by the Board of Trustees.

Dues may be paid annually, semi-annually or quarterly. The annual dues shall become payable on the first day of each calendar year. At the time of first application, the dues shall be pro-rated on a monthly basis, starting with the month in which the application is made.

The Board of Directors may assess additional charges and fees subject to approval of the Board of Trustees and the General Body of active members in good standing, for specific purposes, such as a building or maintenance fund. The Board of Directors may also organize special events or activities such as dinners, lectures, classes, etc. as it seems fit and may prescribe charges / fee for such events.

3. Rights of Members

All members in good standing shall have the right to attend and participate in the activities of the CENTER. Ultimate authority in the CENTER shall rest with the active members in good standing (i.e. those who have paid their dues in full), this authority being exercised through their vote in the General Body meetings. Such members shall have the right to vote in the election of the Trustees and the Directors, review and approve the annual reports, budgets and future plans presented by the Trustees or the Board of Directors, and to vote on any matter of business put to vote in the General Body.

Voting rights in the General Body meetings including the Annual and Special Meetings shall be limited to those who have been members in good standing for at least one year prior to the date of the meeting, as certified by the Secretary. This rule shall apply to members applying for new membership as well as those who are current members, i.e. a new member with a paid membership of one year is eligible to vote. In addition a member whose dues are not up-to-date a month prior to the date of the meeting will be ineligible to vote in that particular meeting.

An individual (or single) member shall have one vote; a family member shall have two votes. In the case of family members, any adult member of the family may cast both votes.

Active members who have the right to vote as described in this section shall constitute the General Body of voting members for voting, elections quorum etc.

4. Resignation/Cessation of Membership

A member may resign by sending a written resignation to the President or Secretary of the CENTER. A person shall cease to be a member of the Center if his/her membership dues remain unpaid for a period of three months; however the membership may be restored by the Board of Directors when dues are cleared. Moreover, the Board of Directors may, with the approval of the Board of Trustees, terminate a membership if in its opinion the continuation of the membership would harm the interests of the Center. This will be subject to approval by the General Body.

ARTICLE IV

OFFICERS OF THE CENTER, The General Body of the CENTER shall elect from amongst its members, two administrative bodies designated as the Board of Trustees and the Board of Directors. The Board of Trustees shall consist of 5 members and the Board of Directors of seven (7) members. The total number of members of the Board of Directors may be increased according to a formula described in a later section.

ARTICLE V

BOARD OF TRUSTEES

1. To be eligible for election as a Trustee, a member must:

- a. be an active member in good standing
- b. be a resident of either Virginia, Maryland or the District of Columbia for at least two consecutive years prior to the election.
- c. have never been convicted for a civil or criminal offense (except traffic violation) in the United States.
- d. Served as a Trustee or Director for a total of at least two (2) years. This stipulation

shall apply to elections after the year 2001.

- e. No Trustee may hold office in other Shia organizations within the Washington D.C. Metropolitan Area.

2. Election of the Board of Trustees

- a. The elected Trustees (including the Chairman) shall hold office for five (5) years except that at the first election, the Trustee who will receive the highest numbers of votes shall hold office for the full term of five years; the Trustee who will receive the second highest number of votes shall hold office for a period of four years; the Trustee who will receive the third highest number of votes shall hold office for a period of three years; the Trustee who will receive the fourth highest number of votes shall hold office two years; and the Trustee who will receive the least votes shall hold office for one year. Thereafter, at each subsequent Annual Meeting, one new Trustee shall be elected for the full term of five years. The Chairman and Vice-Chairman amongst the 5 trustees shall be elected each year.

- (a) *The President and the Secretary of the Board of Directors shall be ex officio members of the Board of Trustees.*

- b. In the event of resignation, removal or death of a member of the Board of Trustees, the trustee with the next highest votes shall become a trustee. The co-opted Trustee shall hold office until the next General Body Meeting at which the co-opted Trustee or another member shall be elected as the new Trustee for the remaining term of the original Trustee.

- d. Except for the President and Secretary of the Board of Directors, an individual may not be a Trustee and a Director at the same time. In the event a member is elected as a Trustee and a Director, he/she shall have the option to serve on the administrative body of his/her choice.

3. Responsibilities of the Board of Trustees

- a. To hold in trust the title to the CENTER'S real estate and other assets.
- b. To determine, and approve or disapprove the long-range strategies of the CENTER and to ensure that these are implemented so that objectives of the Center are achieved.
- c. To intervene in case of an emergency, (as determined by the Board of Trustees), and to suspend some or all activities and financial transactions of the CENTER which in their opinion are against the principles, objectives and policies of the CENTER, and to conduct itself and / or permit those activities and transactions which in its judgement are needed for the day to day operation of the CENTER. The Board of Trustees may suspend a single member of the Board of Directors or the entire Board, if in their judgement that member or the entire Board was functioning in a manner contrary to the interests, goals and objectives of the CENTER. If an action is taken as described in this subsection, a special meeting of the active members of the General Body in good standing shall be called within 45 days of such action, with at least 15 days notice of such a meeting, either (i) to confirm the suspension and, therefore, elect a new member or the entire new Board of Directors, or (ii) to lift the suspension and reinstate the member or the entire Board as the case may be.

4. Meetings of the Trustees

- a. The Trustees shall meet at the call of the Chairman or the majority of the trustees at least once every three months. The quorum will be three members. All decisions will be made by a majority of those present and voting. In the case of a tie, the Chairman will have the casting vote.

ARTICLE VI

The Board of Directors

1. To be eligible for election as a Director, a member must be an active member in good standing for at least two (2) consecutive years and must have never been convicted of a civil or criminal offense in the United States or anywhere else (except traffic violation). The stipulation that a member must be an active member for at least two consecutive years to be eligible for election as a Director shall apply to elections after the year 2001.

3. No Director may hold office in other Shia organizations in the Washinton D.C., Metropolitan Area.

4. Each member of the Board of Directors will be elected for a period of 2 years. { However at the election of 1999, the Directors elected with the four highest number of votes will serve for 2 years and the remaining three Directors will serve for one year. In subsequent elections the term of each elected Director will be 2 years. In this way each year the number of elected Directors will alternate between 4 and 3. } In the event of resignations, removal or death of a member of the Board of Directors, the vacant post shall be filled by the procedures as described below:

- i. Inviting the member who received the next highest number of votes in the immediately preceding election for service on the Board for the remaining duration of the vacating member's term.

- ii. To leave the post vacant for the remaining period of the calendar year if the list is exhausted, if it occurs within 90 days of the annual election.

- iii. The Board to co-opt a member as a Director until the next General Body meeting is held at which time the co-opted member is confirmed or a new Director elected.

5. The first meeting of the Board of Directors each year shall be held within 15 days of the annual election. At this first meeting the Directors will elect a President, Vice-President, Secretary and a Treasurer from amongst themselves.

6. A quorum for the meeting of the Board of Directors shall consist of at least 5 members present and all decisions will be made by the consent of a majority of those present and voting. In the case of a tie, the President will have casting vote.

7. The members of the Board of Directors shall be increased at the rate of two additional Directors for every 100 additional members after the number of active members' increase above 200. Thus, there shall be 7 Directors for up to 200 active members, 9 directors for 201 to 300 members and so on.

8. Responsibilities of the Board of Directors

- i. Prepare the Center's budget with consultation of the of the trustees.

ii. Plan and implement activities consistent with and in furtherance of, the objectives and policies of the CENTER.

iii. Maintain and operate the facilities of the CENTER and establish rules and regulations for their use.

iv. To approve all financial transactions relating to the CENTER'S real estate and other assets. This includes purchase, sale, lease, mortgage or any acquisition or disposition of assets by other means. This should occur in consultation with the Board of Trustees.

v. To approve the CENTER'S financial commitments. These include borrowing, (through bonds, indenture's, loans, etc.) lending, and investing (through purchase of bonds, stocks, shares, partnership's, etc.) for and on behalf of the CENTER.

vi. Act on all matters relating to membership - i.e. approval or disapproval of applications, etc.

vii. Execute decisions for holding and conducting all meetings, except the meeting of the Board of Trustees.

C. Duties of the Officers of the Board of Directors

i. President: The President of the Board of Directors will be the Chairman of the Board of Directors and an ex-officio member of all its committees. He will also be responsible for carrying out all decisions of the Board of Directors and will serve as a member on the Board of Trustees.

ii. Vice President: He will act as the President in the absence of the later. His principal responsibility will be to assist the President on an on going basis and will carry out special tasks assigned by the President.

iii. Secretary: The Secretary will be responsible to the Board of Directors and will carry out the administration and keep the seal of the organization. The Secretary will also keep all the records of the organization except those related to finances and will give notice of all meetings. The Secretary will also keep a record of the membership. In the absence of the Secretary, the Board of Directors will elect an acting Secretary amongst the members of the Board of Directors, for the interim period. In addition to the above responsibilities, the Secretary will also serve as a member on the Board of Trustees.

iv. Treasurer: The Treasurer will be responsible for maintaining the accounts of the CENTER and and keeping all financial related accounts. He will submit the accounts to the Board of Directors of the CENTER. He will maintain a petty cash balance as authorized by the Board. Over and above this amount, all payments will be made by checks duly signed by the Treasurer plus any one of the two other authorized officers.

v. All financial transactions and commitments of above \$25,000 must have the approval of the General Body. The Board of Directors is required to obtain the approval of the General Body prior to finalizing any transaction above the amount of \$25,000.

vi. The President of the Board of Directors in consultation with the Chairman of the Board of Trustees will arrange for the annual or the special elections of the office bearers of the CENTER.

vii. The Board of Directors may appoint standing committees or adhoc committees at its discretion according to the needs of the CENTER.

ARTICLE VII

FINANCES

1. The Board of Directors will determine, in consultation with the Treasurer, the bank for the deposits/withdrawals of the funds of the CENTER.
2. There shall be a Working Fund Account into which all membership dues and all other receipts will be deposited. Withdrawals from this Account will be as necessary in accordance with the provisions of Article VI sub clauses (iv) and (v).
3. There shall be a separate Building Fund Account to be operated by the Board of Trustees and any of the two Trustees nominated by the Board of Trustees. Withdrawals will be made as necessary with any two signatures of the above officers specified in this clause, i.e., IX (b) ii.
4. At the end of the fiscal year any balance over \$3,000 in the Working Fund Account will be transferred to the Building Fund Account.
5. The fiscal year of the CENTER will be from January 1st to December 31st.
6. The Board of Directors in consultation with the Board of Trustees will appoint internal/external auditors to audit the books of the CENTER at their discretion and when necessary, but at least on an annual basis.

ARTICLE VIII

ELECTION PROCEDURES

The election of the vacant position of Trustees and Directors shall be held at the Annual general body Meeting by secret ballot from a list of nominations who have given their consent. The Annual Meeting will be held in the month of December. The proceedings of the election shall be presided over by an Election Commissioner appointed by the Board of Directors. Each member in good standing, who is eligible to vote, as certified by the Secretary shall have the right to vote. Family members shall have two votes. Family for the purpose of the election procedure is defined as husband and wife only. Both votes of a family maybe cast by one member of the family present at the time of voting. Absentee votes may be valid if duly signed by the voter and received before close of balloting by the Election Commissioner.

ARTICLE IX

REMOVAL of OFFICE BEARERS from OFFICE

Any office bearer of the organization may be removed from office for the following reason:

Absenteeism-If a Trustee or Director is absent from three consecutive regularly scheduled meetings of the Trustees or Directors held at least three weeks apart without prior notification and giving the reasons for the absence as recorded in the minutes or if the Trustee or Director is absent from four such meetings cumulatively during a 12 month period regardless of such notification, then the Trustee or Director would be considered to have resigned from the office of Trustee or Director as the case may be. Steps may then be taken for filling the vacancy in accordance with Article 6, Section 3.

ARTICLE X

COORDINATION BETWEEN the TRUSTEES and the DIRECTORS

1. The Trustees and the Directors shall make every effort to perform their respective duties and exercise their powers in complete harmony. Each body shall nominate one of its members to attend the meeting of the other body as a non-voting participant. The Chairman will always be invited to attend the meetings of the Board of Directors.

2. There should be at least two joint meeting of the both bodies each year to be held at the request of either body, within 30 days of such a request. The first joint meeting should be held within 60 days of the annual election.

ARTICLE XI

GENERAL BODY MEETINGS of the CENTER

1. The Annual General Body meeting of the Center will be held in the month of December of each year. In addition to the Annual General Body meeting, one additional General Body meetings may be held in each calender year. The time, date and place of all General Body meetings shall be fixed by a resolution of the Directors, and a minimum of 15 days notice will be given to the General Body of members in writing mailed to the last known address. During the Annual General Body meeting the following item of business shall be transacted:

- i. Reading of the Minutes of the last General Body meeting.
- ii. Submission of the annual report of the Board of Directors, describing achievements, current status and future plans.
- iii. Submission of the Treasurer's report, including a balance sheet and a general account of income and expenditure, An auditor's report should also be included.
- iv. Submission of report of any committees.
- vi. Election for any vacant position of the Trustees and the Directors.
- vii. Discussion of any other matter referred to the meeting by the Trustees or Directors or brought up by any member of the General Body of the Center

2. Special General Body Meeting

A special General Body Meeting of the active members of the Center may be held at anytime upon the call of the Trustees or the Directors or at the written request of at least 1/2 of the active members addressed to the Board of Trustees.

Notice of such a meeting will be given to the active members as provided for the Annual Meeting and such a notice shall specify the nature of business to be transacted

(a) Quorum

At all General Body meetings of the Center, 51% of the active members shall constitute a quorum, provided that at least four Directors and two Trustees are also present. If at any such meeting there is a failure to achieve a quorum, then the active members present shall determine the time and place of a re-scheduled meeting to be held on a date approximately 4 weeks later. The Secretary shall be directed to notify all the active members of such a meeting and its purpose. At this re-scheduled meeting the active members who are actually present regardless of the number shall constitute a quorum. This section on the quorum will not apply to meetings considering alteration or amendments to the Constitution, Election. Special provision is made for such meeting in the next Article.

ARTICLE XII

SUNDAY SCHOOL. A Sunday School shall be run by the Center.

ARTICLE XIII

AMENDMENTS of the CONSTITUTION

1. Amendments to the Constitution shall be considered at any General Body meeting of the Center and would become effective if two/third (2/3) majority of the members present at such meeting vote in favor of such changes, provided that notice of the proposed amendments has been mailed by the Secretary to the all active members of the Center at least 15 days before the meeting is scheduled.

2. The quorum of a meeting considering any amendment to the Constitution shall be at least 50% of the current active members in good standing at that time.

ARTICLE XIV

DISSOLUTION

The dissolution of the Center shall require approval by 75% of the membership in good standing. Upon the dissolution of the Center, the Board of Trustees shall after paying or making provision for the payment of all of the liabilities of the Center dispose of all of the assets of the Center exclusively for the purposes of the Center in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Boards of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Fleas of the County in which the principal office of the CENTER is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

ARTICLE XV

PATRON

Any Muslim organization or individual, acceptable to the Board of Directors and Trustees, that donates a sum of \$50,000.00 will be recognized as a Patron of the CENTER. A plaque will be presented to the donor and a list of Patrons will be prominently displayed.

RELIGIOUS ADVISOR

The Boards of Trustees and Directors will ensure that advice is sought on all religious matters from appropriate religious scholars (Mujtahideen) and that such advice is available to the two Boards and the community in general.

ARTICLE XVI

ARBITRATION

a. In case of a dispute between members of the Center or between members or office bearers of the Center or between office bearers of the Center and the dispute is not resolved mutually between the parties concerned the dispute shall be referred to a committee of three arbitrators to be selected as stated herein after. Each party to the dispute will appoint one arbitrator and the two arbitrators thus appointed shall choose a third arbitrator. In case there is no agreement on the appointment of the third, the latter will be appointed by the Chairman of the Board of Trustees of Idara-e- Jafferia.

b. In case the three member committee of arbitrators cannot be formed or convened if formed, or cannot reach a decision for whatever reason, within a period of three weeks after the dispute is first formally raised the Board of Directors shall convene a special body meeting within a maximum period of thirty days at which the dispute shall be resolved by a simple majority of those present and voting.

c. The decision of the arbitrators or of the special general body meeting shall be binding on the parties concerned.

ARTICLE XVII

Limitation on Trustees and Directors Liability.

a. All office holders of the Center shall perform their function and duties for and on behalf of the Center. To the extent permitted by law, each Director or Trustee, now or hereafter serving the Center and the respective heirs, executors and administrators of each of them shall be indemnified by the Center against all costs, judgements or liabilities including attorney fees reasonable incurred or imposed upon him or her in connection with any action, suit or proceeding, civil or criminal in which he or she is or maybe made a party by reasons of his or her having been such officer of the Center. Such indemnification shall made with respect to adjudication other than on the merits and shall extend to settlements and compromises.

b. No members, Trustee or Director of the Center shall personally or otherwise be liable for any debt, liabilities and / or any other obligation of the Center.