



بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ
مركز تعليمات اسلامى امام مهدى (عج)

Imam Mahdi Islamic Education Center, Inc. (IMIEC)

a Non-Profit Religious 501 (c) (3) Organization

Tax ID: #45-5639390

www.imiec.org

(a Maryland religious corporation formed under the Maryland Code Annotated, Corporations and Associations Article, Section 5-301, et seq.)

2406 Putty Hill Ave., Parkville MD, 21234

Phone: 410-877-6236

BYLAWS OF IMAM MAHDI ISLAMIC EDUCATION CENTER, INC.

ARTICLE I NAME

Section 1. Name. The name of the organization is Imam Mahdi Islamic Education Center, Inc. (hereinafter, “IMIEC”).

ARTICLE II PRINCIPAL OFFICE

Section 1. Principal Office. The principal office and place of worship of IMIEC is located at 2406 Putty Hill Ave., Parkville, MD 21234 or such other location as shall be approved by the Board of Trustees.

ARTICLE III PURPOSES AND POWERS

Section 1. Purposes and Powers. IMIEC is organized in accordance with Section 5-301, et seq. of the Corporations and Associations Article of the Annotated Code of Maryland, as amended. The affairs and activities of IMIEC shall be carried out at all times in accordance with the terms set forth in its Articles of Incorporation and these bylaws (“Bylaws”), and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the operation of a Non-Profit Religious Organization. The organization is organized exclusively for charitable, religious, educational, and scientific purposes pursuant to Section 501(c)(3) of the Internal Revenue Code.

Section 2. Active Volunteer Members. IMIEC Oversight Committee members, Executive Committee volunteers, and Executive Officers must be registered active volunteer members, eighteen years of age or older in good standing.

Section 3. Status of Good Standing. Good standing status is defined as members who have continuous association with IMIEC and known to the community for good character for a minimum of one year, have never been convicted of a criminal offence, being a devotee of the religion of Islam, the teachings of the Holy Qur'an and the path of the Blessed Household of Prophet Mohammad (peace be upon them), and believe in IMIEC aims and objectives.

Section 4. Executive Board. IMIEC Executive Board collectively consists of Executive Committee volunteers and its elected Executive Officers.

Section 5. Voting Right. Voting right to elect the Executive Officers is reserved for members in good standing and paid membership dues for a minimum of one year period.

ARTICLE IV BOARD OF TRUSTEES

Section 1. Number of Trustees. The organization shall be managed by a Board of Trustees consisting of 5 members ("Trustee(s)").

Section 2. Board of Trustees' Term of Office. The Trustees are the original founders of IMIEC who remain in power and shall serve as active Trustees with no term-limit. A qualified successor must be designated by a Trustee member. There are no term limits.

Section 3. Chairman. The Board of Trustees shall appoint one of its members to be the Chairman of the Board of Trustees. The Chairman shall preside at all meetings of the Board of Trustees, unless otherwise provided by the Trustees, and shall perform other duties and shall have such other powers as the Trustees may determine from time to time.

1. **Vice Chairman.** The Vice Chairman of the Board of Trustees shall be appointed by the Chairman from among the members of the Board of Trustees to perform the duties of the Chairman in the absence of the Chairman to assist Trustees in the discharge of its leadership duties.

Section 4. Successor Trustee. Each Trustee shall designate a successor within a reasonable period of his/her appointment. In the event that any Trustee fails to designate a successor, the successor for such Trustee shall be designated by a majority vote of the Board of Trustees. The successor will replace the Trustee in the event of his/her death, resignation, incapacitation, or approved leave of absence. Trustees may change their successor by submitting a written notification to the Board of Trustees. The successor must meet the eligibility requirements as contained herein. Designated successors must be approved by a majority vote of the full Board of Trustees. Once a successor becomes a permanent member of the Board of Trustees, he/she shall follow similar guidelines and nominate a new successor for approval by the Board of Trustees.

Section 5. Procedures. The vote of a majority of the Trustees present at a properly called meeting at which a quorum is present shall be the act of the Board of Trustees, unless the vote of a greater number is

required by law or by these bylaws for a particular resolution. A Trustee of the organization who is present at a meeting of the Board of Trustees at which action on any governing matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board of Trustees shall keep written minutes of its proceedings in its permanent records.

Section 6. Removal / Vacancies. A Trustee may be subject to removal with or without cause, including if any of his/her actions contradict the Bylaws, at a meeting called for that purpose. This removal can be done only by the unanimous decision of the full Board of Trustees, excluding the subject Trustee. In the event of a tie, the Trustees Chairman's vote will prevail. Any vacancy that occurs on the Board of Trustees, whether by death, resignation, removal or any other cause, shall be filled within 90 days by a majority vote of the full Board of Trustees. In the event of a tie, the Trustees Chairman's vote will prevail. A Trustee elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified. Resignation shall not discharge a Trustee of any obligation or duty outside of the Board of the Trustees. A Trustee may submit a written resignation at any time to the Board of Trustees; however, the majority of the members of the full Board of Trustees must approve the acceptance of such resignation.

Section 7. General Authority. The Board of Trustees shall be the decision-making body for IMIEC to execute and oversee the operation of and activities associated with the IMIEC committees and IMIEC organization including but not limited to the operation of the IMIEC-Mehr School which is designed to provide religious and cultural education to the youth members of the community. The Board of Trustees can amend these bylaws when/if necessary.

Section 8. IMIEC Committees. To the extent permitted by law, the Board of Trustees may delegate responsibilities to the following two committees, temporary or permanent, and designate the duties, powers and authorities of such committees. Nothing contained in these bylaws shall prohibit the Board of Trustees from paying reasonable compensation to employ members for services provided to benefit the organization.

1. **Oversight Committee (O.C.).** The Board of Trustees may appoint any number of its members, and additional qualified trusted volunteer members of the community to create a 7-member Oversight Committee, temporary or permanent, to review issues and manage the operation of IMIEC programs. The Oversight Committee members consist of a combination of the Board of Trustees members and the qualified members elected by Trustees.
 - a. Oversight Committee members coordinate with Executive Committee to manage and implement approved plans and decisions.
2. **Executive Committee (E.C.).** The Executive Committee volunteers consist of Officers and Executive specialty groups. All Executive Committee volunteers must complete IMIEC Volunteer Form and state their preferred area of contribution. All community members, in good standing, eighteen years of age or older, are eligible to volunteer. Officers will be nominated and will be voted for election by the members of the community for specific positions in an election facilitated by Oversight Committee. Together, Officers and Executive volunteers, work with Oversight Committee members as necessary to execute IMIEC daily tasks and responsibilities to accomplish IMIEC goals and objectives.

- a. The Oversight and Executive committees shall perform work specifically approved by the Board of Trustees and provide reports or recommendations to the Board of Trustees following each committee meeting. These committees have authority only with regard to the specific authorities and responsibilities granted by the Board of Trustees. Therefore, regardless of any Board of Trustees resolution, committees may not:
 - 1) Take any final action on matters that require Board of Trustees approval;
 - 2) Fill vacancies on the Board of Trustees or in any committee which has the authority of the Board of Trustees;
 - 3) Amend or repeal bylaws or adopt new bylaws;
 - 4) Amend or repeal any resolution of the Board of Trustees;
 - 5) Appoint any other committees of the Board of Trustees or the members of these committees;
 - 6) Expend IMIEC funds except for an expressly Board of Trustees authorized purpose expressly authorized by the Board of Trustees; or
 - 7) Approve any transaction greater than \$1,000 USD to which IMIEC is a party.

ARTICLE V MEETINGS

Section 1. Annual Meeting. An annual community meeting is facilitated by Oversight Committee for all community members to participate once each calendar year at IMIEC's principal office and place of worship for the transaction of IMIEC organizational needs as may properly come before the meeting. Prior written notice of at least ten (10) days of the annual meeting shall be provided to Members. However, failure to provide notice to any Member shall not invalidate the meeting or any action taken therein. The outcome of the annual meeting shall be reported to the Board of Trustees within two weeks after the meeting.

Section 2. Regular Meeting. The Board of Trustees, Oversight Committee, and Executive Committee Officers shall hold regular meetings throughout the calendar year for transacting such business as may be deemed appropriate. If applicable, the purpose of the regular meetings includes the selection of the Oversight Committee members by Trustees. Prior written notice of at least ten (10) days of the regular meetings shall be provided to Members. However, failure to provide notice to any Member shall not invalidate the meeting or any action taken therein.

Section 3. Special Meetings. Special meetings may be requested by any member of the Board of Trustees, Oversight Committee, and Executive Committee by providing five (5) days' written notice by email communication, electronic communication, or (10) days by ordinary United States mail, effective when mailed. This notice period may be waived, in the event of an emergency, at the discretion of the Board of Oversight Committee. Minutes of the meeting shall be provided to the Board of Trustees within two weeks after the meeting. A special meeting of Board of Trustees is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the participants have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 4. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of the meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be provided to the Board of Trustees of record via email communication, electronic communication, or (10) days by ordinary United States mail, effective when mailed, at the address shown on the corporate books, at least five (5) days prior to the meeting.

Section 5. Place of Meeting. Meetings shall be held at the organization's principal office and place of worship unless otherwise stated in the notice. Unless the Articles of Incorporation or Bylaws provide otherwise, the Board of Trustees may permit any or all Trustees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all participants may simultaneously hear each other during this meeting. A Trustee participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 6. Quorum. A majority of the Trustees shall constitute the quorum at a meeting. In the absence of a quorum, a majority of the Trustees may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any IMIEC related needs may be discussed that might have been discussed at the meeting as originally scheduled. The Trustees present at a meeting represented by a quorum may continue IMIEC related discussions until adjournment, even if the withdrawal of some Trustees results in representation of less than a quorum.

Section 7. Adverse Interest. The nomination of Executive Committee volunteers for Officer positions must be approved by the Board of Trustees prior to being open for election by community members with voting right in the voting event. The Board of Trustees reserves the right to approve or reject the nomination of any of the nominees before public election of the Executive Officers. In the determination of a quorum in voting, the disclosed adverse interest of Trustees can disqualify the nominee and invalidate his or her appointment to the Office.

Section 8. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the Trustees with respect to the subject matter of the vote.

ARTICLE VI COMMITTEE MEMBERS AND OFFICERS

Section 1. Oversight Committee Members. The Oversight Committee members, including its Trustee members, are elected by the Board of Trustees to serve a three (3) year term or until an election is required by the Board of Trustees. At the end of their term, elected Oversight members may be re-elected for additional three-year terms. There are no term limits.

1. The Oversight Committee members are (re)elected by the Board of Trustees, at the first meeting of the Board of Trustees immediately following the annual meeting.
2. The Oversight Committee facilitates the IMIEC community election to vote and elect the Executive Officers who have nominated themselves after serving in the Executive Committee as an active registered volunteer member for a minimum of one year.
3. The Oversight Committee members facilitate prioritized planning for Executive Committee proposed projects, programs, and educational curriculum.

4. Nomination of the Officers-to-be is contingent on the approval of the Board of Trustees prior to the public election.

Section 2. Executive Committee Volunteers. The Executive Committee volunteers consist of all registered volunteer members in good standing who have completed IMIEC volunteer form.

1. The Officers of the Executive Committee shall be elected by the vote of the IMIEC community members with voting right, at the first meeting of the Board of Trustees immediately following the annual meeting.
2. The election of the Executive Officers shall be facilitated by the Oversight Committee in an election meeting.
3. Each Officer elected from among Executive Committee volunteers shall serve a three (3) year term or until an election is required. At the end of their term.
4. Executive Officers may be re-elected for additional three-year terms. There are no term limits.
5. Voting rights shall be limited to community members with voting right as stated in Article III, Section 5 of these Bylaws.
6. Members who rejoin IMIEC community after allowing a lapse in their membership regain their right to vote after one year of payment of their IMIEC membership dues.
7. Members who rejoin IMIEC community after allowing a lapse in their membership regain their right to be elected as Executive Officer after one year of serving as an Executive Committee volunteer.
8. Young community members may qualify to vote according to Article III, Section 5 of these Bylaws one year after they turn eighteen years of age.
9. Community members with voting rights shall have one vote when they are nineteen years of age or older.

Section 3. Executive Officers. An election is facilitated by the Oversight Committee to elect the Executive Officers of the IMIEC organization, according to their skills, from the registered Executive Committee volunteers. The Executive Officers consist of a President, one (or more) Vice-President (as determined by the Board of Trustees), a Treasurer, and a Secretary. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President. The Officers of the IMIEC organization shall collectively serve with and as the Executive Committee volunteers.

President. The President shall be the chief executive officer and shall preside at all meetings of the Oversight Committee and Executive Committee.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Trustees, Oversight Committee, and Executive Committee, shall keep an accurate list of the Trustees and committee members, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Trustees' meetings and all committee meetings, as applicable.

Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Trustees and Oversight Committee, and

shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Trustees, Oversight Committee, and Executive Committee.

Section 4. Election and Term of Office. In accordance with Section 3 of Article VI of these Bylaws, the Executive Committee Officers shall be elected from the Executive Committee volunteers, by an election facilitated by the Oversight Committee at the first meeting of the Board of Trustees and Oversight Committee immediately following the annual meeting. Each officer shall serve a three (3) year term or until a successor has been elected and qualified. At the end of their term, officers may be re-elected for additional three-year terms. There are no term limits.

Section 5. Removal or Vacancy. The Board of Trustees shall have the power to remove an officer or any agent of the organization. Any vacancy that occurs for any reason may be filled “as interim” by the Board of Trustees until scheduled election.

ARTICLE VII MEMBERS

Section 1. Qualifications for Membership. IMIEC membership is open to all the Muslims who strictly agree to obey, uphold the IMIEC bylaws, and support the aims and objectives of IMIEC organization.

1. Any Muslim who is 18 years or older is eligible to apply for membership. The membership application along with membership dues can be submitted to the designated Executive Committee volunteer.
2. Based upon the best interest of IMIEC, the Executive Committee has authority to accept or reject the application for new membership.
3. The Executive Committee will then send its recommendation to the Board of Trustees and Oversight Committee for final approval.
4. Membership dues will be established by the Executive Committee and may be revised at the annual General Body meeting.

Section 2. Members’ Rights. IMIEC members have the right to become an Executive Committee volunteer, to have voting rights with membership dues to elect Executive Officers (if qualified), and participate in the activities and programs offered by IMIEC. Participation in the meetings designated as Executive by the Board of Trustees, Oversight Committee, or Executive Committee shall be by invitation based on need of expertise only. Voting rights in the General Body meetings shall be limited to those who are active members who are current with their membership dues and in good standing for a period of at least one year before the meeting. This also applies to any member who rejoins IMIEC after allowing a lapse in her / his membership. Any qualified individual member, nineteen years of age or older, shall have one vote.

ARTICLE VIII CODE OF ETHICS

Section 1. Islamic Way of Life. Islam is a way of life, and the privilege of Islamic Practice requires Islamic beliefs to uphold Islamic responsibilities, as well as knowledge of the Holy Quran and following of the Infallible Imams.

Section 2. Nondiscriminatory Policy. IMIEC adheres to a policy of non-discrimination on the basis of race, ethnicity, age, gender, ancestry, disability, color, or national origin. This commitment extends to all members, students, staff, and participants involved in its activities. IMIEC ensures equitable access to all programs and services and offers employment and volunteer opportunities without discrimination. This policy applies to admissions, the use of facilities, and all rights, privileges, programs, and activities generally provided by the organization.

ARTICLE IX CONFLICTS OF INTEREST

Section 1. Fiduciary Duty and Ethical Conduct. IMIEC is a nonprofit, tax-exempt organization. Its Board of Trustees, Committees, Officers, and management hold a fiduciary duty of loyalty and fidelity to act in the best interests of IMIEC. They must exercise the utmost good faith in all transactions and avoid using their positions or knowledge for personal benefit.

Section 2. Conflict of Interest Policy Reference. IMIEC adheres to a formal Conflict of Interest Policy, which is attached as Appendix A to these Bylaws. This policy outlines detailed procedures for identifying, managing, and resolving conflicts of interest to ensure transparency, fairness, and compliance with applicable laws. All members of the Board of Trustees, Committees, and Officers are required to comply with its provisions.

ARTICLE X AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Trustees by a two-thirds majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all Oversight and Executive Committee members at least ten (10) days before the meeting.

ARTICLE XI DISSOLUTION

Upon dissolution of IMIEC, the Board of Trustees shall, after making provision for the payment of all of the liabilities of IMIEC, dispose of all the assets of IMIEC exclusively for the purposes of the IMIEC organization in such manner or to such organizations which are exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent United States internal revenue law, as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by the appropriate court or governmental agency, to such organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue law, as such court or governmental agency shall determine.

CERTIFICATION

IN WITNESS WHEREOF, I hereby certify that the foregoing is a true and correct copy of the Bylaws of IMIEC, duly adopted by the Board of Trustees on November 8, 2023.

By:
Seyed Reza Kolahdouzan, Chairman

Date:

By:
Seyed Saeed Tofighbakhsh, Vice Chairman

Date:

APPENDIX A
Conflict of Interest Policy for Imam Mahdi Islamic Education Center

ARTICLE A - I
PURPOSE

The purpose of this Conflict of Interest Policy is to protect the interest of the Imam Mahdi Islamic Education Center (IMIEC) when contemplating entering into a transaction or arrangement that could result in a conflict of interest. This policy is intended to ensure that IMIEC acts in the best interests of the organization and complies with all applicable state and federal laws governing conflict of interest for nonprofit and charitable organizations. This policy supplements, but does not replace, any relevant laws of the state of Maryland or federal law.

ARTICLE A - II
DEFINITIONS

Section 1. Interested Person. Any member of the IMIEC governing bodies (Trustees, Oversight Committee, Executive Committee), principal officer, or member of a committee delegated governing authority who has a direct or indirect financial interest is considered an interested person.

Section 2. Financial Interest. A person has a financial interest if they, directly or indirectly, through business, investment, or family:

1. Have an ownership or investment interest in any entity with which IMIEC has a transaction or arrangement.
2. Have a compensation arrangement with IMIEC or any entity/individual with which IMIEC has a transaction or arrangement.
3. Have a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which IMIEC is negotiating a transaction or arrangement.

Section 3. Compensation. Includes direct and indirect remuneration as well as substantial gifts or favors.

ARTICLE A - III
PROCEDURES

Section 1. Duty to Disclose. An interested person must disclose the existence of their financial interest and all relevant facts to the Independent Committee designated to ensure compliance with the conflict of interest policy.

Section 2. Determining Whether a Conflict Exists. After disclosure of the financial interest and relevant facts, the interested person must leave the meeting while the potential conflict is discussed and voted upon. The Independent Committee will determine if a conflict of interest exists.

Section 3. Procedures for Addressing the Conflict:

Review of Alternatives. The Independent Committee will seek and evaluate external quotes from various companies/contractors to compare the quality, cost, and fairness of the proposed transaction.

Decision. If the interested person can provide a service of equal or better quality at a fair market price compared to external options, the Independent Committee may select the interested person based on merit and cost-efficiency. The decision must be documented and approved by a majority vote of the disinterested members of the Committee.

Section 4. Violations of the Policy. If there is reasonable cause to believe a member has failed to disclose a conflict, the member will be informed and given the opportunity to explain. If unresolved, disciplinary action will follow.

ARTICLE A - IV RECORDS OF PROCEEDINGS

The minutes of the meetings shall include:

1. The names of persons with a financial interest, the nature of the interest, and the governing body's decision.
2. The names of those present during discussions, any alternatives considered, and the outcome of the vote.

ARTICLE A - V COMPENSATION

Section 1. Members of governing bodies receiving compensation from IMIEC may not vote on their compensation.

Section 2. Such members may provide relevant information or recommendations but must recuse themselves from the decision-making process.

ARTICLE A - VI ANNUAL STATEMENTS

Each year, all governing members must affirm in writing that they:

1. Have received and read the Conflict of Interest Policy.
2. Understand the policy and agree to comply.
3. Acknowledge IMIEC's charitable and tax-exempt obligations under state and federal laws.

ARTICLE A - VII PERIODIC REVIEWS

Periodic reviews will be conducted to ensure compliance with this policy, including:

1. Reasonableness of compensation arrangements.
2. Adherence to written policies for partnerships, transactions, and joint ventures.
3. Prevention of impermissible private benefit or excess benefit transactions.

ARTICLE A - VIII

USE OF OUTSIDE EXPERTS

IMIEC may engage outside experts for guidance in reviewing transactions, but the governing body remains responsible for ensuring compliance.

ARTICLE A - IX IMPLEMENTATION AT IMIEC

The Independent Committee, comprising members without conflicts, will ensure adherence to this policy. All decisions, including financial transactions, contracts, and compensations, will follow a transparent and competitive process based on merit and fairness, upholding IMIEC's mission and legal obligations.