

**ILLINOIS MUSLIM
CHAMBER OF COMMERCE, INCORPORATED
BY-LAWS**

ARTICLE I - NAME

Section I. This organization shall be known as The Illinois Muslim Chamber of Commerce (hereinafter "the Chamber").

ARTICLE II - OBJECTIVES

Section I. Objectives. The general objectives of this organization are to promote and advance the industrial, professional, cultural and economic welfare of its members, specifically, they are as follows:

- A. Serve as a forum for the Muslim and non-Muslim Business Community.
- B. Interact with the business community to understand their needs, promote their businesses to the Illinois Muslim community and help them address business related issues.
- C. Promote business and create awareness for the role business plays in the community.
- D. Provide a strong and cohesive voice of business to government.
- E. Support programs of civic, social and cultural nature.
- F. Promote Business Expansion and Retention.
- G. To recognize the cultural diversity of the America-Muslim community and promote the growth, development, and success of its members.

Section 2. Activities. The activities of this organization shall be in compliance with Illinois statutes applicable to nonprofit corporations and in accordance with the provisions of Section 501(c)(6) of the Internal Revenue Code. No part of net earnings will inure to the benefit of any member or individual; and the organization will not engage in any activity ordinarily carried on for profit.

ARTICLE III – MEMBERSHIP

Section I. Eligibility. Any person, partnership, corporation, company or business or professional association, or municipal corporation, may apply for membership in the Chamber, provided they are engaged in the pursuit of their business or profession in the Illinois Muslim community.

Section 2. Voting Memberships. An individual or organization member in good standing of the Chamber will be entitled to cast one vote at meetings of the whole.

Section 3. Election of Members. The secretary shall present for acceptance all written applications for membership at the next regular meeting of the Board of Directors. A majority of those present and voting shall be required for approval and election to membership. Any application so elected shall become a member upon payment of the regularly scheduled dues as provided for in Article V herein.

Section 4. Delinquent Members. If a member remains delinquent after 60 days he will receive a termination notice and will be suspended pending formal termination by the Board after 90 days.

Section 5. Termination of Membership. Any member:

- A. May resign from the Chamber upon written request to the Board of Directors;
- B. Shall be terminated by the Board after 90 days of delinquency in payment.

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C. May be terminated by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complaining against; but no such resignation or expulsion shall relieve the member so resigning of the obligation to pay dues or other accrued unpaid charges. An expelled member shall have the right to appeal his expulsion to the entire Chamber, which upon his written request, is to be allowed to be heard within thirty (30) days at a regular or special meeting of the Chamber. A simple majority of the Chamber members voting shall sustain the decision of the Board to expel.

Section 6. Reinstatement. An application for reinstatement to membership in the Chamber shall be passed upon by the Board of Directors in the same manner as for a prospective new member. An application for reinstatement shall pay any unpaid dues and charges which were going to the Chamber at the time of termination of its former membership.

Section 7. Honorary Membership. Honorary members will be community based service clubs or organizations shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

Section 8. Notice of change of applicant information. It is the member's responsibility to notify and update the Chamber of any change in their contact information within 30 days for all communications. If the member fails to notify or update the Chamber of their updated contact information, the Chamber will not be held responsible.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1. Annual Meetings. The annual meeting of the Chamber of Commerce will be held at the discretion of the Board during the year.

Section 2. Special Membership Meetings. A special meeting may be called as follows:

- A. By a written request of not less than seven (7) members of the organization addressed to the President stating the reasons for such a meeting, or;
- B. By the President for the purpose of informing the membership on matters of importance or current interest.
- C. By the Board of Directors whenever it may be considered necessary or desirable. Notice of all special meetings shall be mailed or emailed to the email address on the membership application to each member at least seven (7) calendar days prior to such meetings and shall state the purpose of such meeting.

Section 3. Quorum. A quorum for the transaction of business at an annual or special meeting shall be considered to be ten (10%) (25%?) percent of the total voting membership of the organization.

ARTICLE V - DUES

Section 1. Membership Investments. Membership dues shall be at such rate or rates, schedules or formulas as may be from time to time prescribed by the Board of Directors, payable June 30th annually for the upcoming year. For the current year, the membership fees will be pro-rated to the whole month of application date (date of receipt of application for membership) divided by 12 months. The investment schedule shall appear on the membership application of the organization.

Approved _____



ARTICLE VI – DIRECTORS

Section 1. Directors.

- A. The Board of Directors shall consist of a minimum of 7 and a maximum of 9 Directors. Persons to be nominated from the general membership at the discretion of the nominating committee, as approved by the Board of Directors, and voted upon by the membership at large. This is fully detailed in Article VIII of these By-Laws. The President (in the event he is not already a Director for the year succeeding his term as President) shall serve as an additional Director (Past-President) for the year next succeeding his term as President, with the same powers and duties of any other Director.
- B. Honorary Directors. The Board may, from time to time, also consist of an unlimited number of additional Honorary Directors who are chosen because of their knowledge of the community and issues that the Chamber is involved in and need guidance and advice on, they are appointed as provided elsewhere in these by-laws. These Honorary Directors shall have the same powers and duties of any other Director, including the right to speak in debate, but said Honorary Director shall not have the right to vote. However, Honorary Directors shall not be counted for purpose of declaring a quorum pursuant to Article VI, Section 3 of these By-Laws, nor shall any Honorary Director be counted for purposes of calling a special meeting of the Board of Directors, pursuant to Article VI, Section 4 of these By-Laws.

Section 2. Duties. The duties of the Board of Directors shall be to:

- A. Act as the governing body of the Chamber of Commerce and to manage the business and affairs of the organization.
- B. Approve an annual budget for the orderly expenditure of funds.
- C. Act upon application for admission to membership and initiate such recommendations for changes in the By-Laws as may be necessary for the conduct of the organization.

Section 3. Director's Meetings.

- A. Regular quarterly meetings of the Board of Directors shall be held at a mutually convenient time and place to be designated by the Board. Four (4) Directors in attendance shall constitute a quorum.
- B. Each Director is required to attend 3 of the 4 scheduled Board meetings.
- C. Any or all board members may participate in any regular or special meeting by telephone or electronic medium, provided that all participating board member(s) can always simultaneously hear each other during the meeting. A board member participating by telephone or other electronic medium shall be deemed for all purposes, including but not limited to determination of a quorum, to be present in person at the meeting at all times during which such board member is in simultaneous contact with every other member participating in the meeting.

Section 4. Special Board Meetings. Special or emergency meetings of the Board may be called upon twenty-four (24) hours written notice using any agreed upon electronic or printed medium at the discretion of the President or three (3) members of the Board of Directors.

Section 5. Executive Committee. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be compiled of the President, Past-President, and remaining Vice-Presidents and Secretary. The President shall serve as Chairperson with the advice and counsel of the Executive Director.

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Section 6. Qualification of Office. No person may serve as a Director unless that person shall, at the time of his or her nomination and election, be:

- A. Must be a Muslim who attests to the five pillars of Islam and believes in Muhammad (pbuh) as the final and last prophet and;
- B. Must have legal status in the United States and;
- C. Must be a business owner or a business representative and be a Member in good standing prior to the term of office being sought.
- D. Must not be the subject of pending criminal proceedings of any sort or have a past criminal record that would adversely affect the Chamber as an organization or its employees, board members, officers or other constituents and;
- E. A member of the Chamber, or;
- F. An employee of a member of the Chamber. In the event a Director ceases to be an employee of a member of the Chamber, that Director must, within ninety (90) days of ceasing to be an employee of a member of the Chamber either:
 - 1. Obtain employment with a member of the Chamber, or;
 - 2. Become a member of the Chamber, or;
 - 3. Resign.

For purposes of these By-Laws, the term "employee" shall be liberally construed. For purposes of these By-Laws, a Director ceases to be an employee of a member of the Chamber when, among other things, the employee terminates or is terminated from his or her employment, resigns, retires, or that Director's employer allows its membership in the Chamber to lapse or otherwise terminates, or has terminated, its membership in the Chamber.

Section 7. Removal from Office.

The Board of Directors shall have the power to remove any board of director by two-thirds (2/3) majority vote, rounded off to the next highest number, of the board members then in office for failing to maintain all the qualifications stated in Section 6 above.

Section 1. Officers. The Board of Directors, each December, shall select from the members of the Board, A President, Division Vice-Presidents, and Secretary.

Section 2. Nomination. The Nominating Committee appointed pursuant to Article VIII, Section 2 of these By-Laws, shall choose, each October, a slate of officers to be submitted to the Board of Directors for election. The Committee shall slate members for the offices of President, and each of the Division Vice-Presidents.

Section 3. Duties of the President. The President shall:

- A. Preside at all meetings of the membership and the Board of Directors and serve as the executive head of the Chamber.
- B. Appoint, with the advice and counsel of the Executive Director, the Chair people and members of all standing committees subject to the approval of the Board.
- C. Appoint, with the advice and counsel of the Executive Director, additional special committees from time to time as current needs may indicate.
- D. Be an ex-officio member of all committees during his/her elected term of office, without vote.
- E. In an event of a tie on any voting matter, the current president shall be the deciding vote (tie-breaker).

Section 4. Duties of Vice-President – Program Division. The Vice-President of Program Division shall oversee, coordinate and be accountable for the activities of the following committees: A.) Legislative Affairs, B.) Retail/Small Business, C.) Business Contact.

Section 5. Duties of Vice-President – Membership Division. The Vice-President of Membership Division shall oversee, coordinate and be accountable for the activities of the Membership Committee.

Section 6. Duties of Vice-President – Finance Division. The Vice-President of Finance Division shall oversee, coordinate and be accountable for the activities of the Finance Committee.

ARTICLE VII – OFFICERS

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Section 7. Duties of Vice-President – Public Relations Division. The Vice-President of Public Relations Division shall oversee, coordinate and be accountable for the activities of the Publicity and Publications Committee.

Section 8. Duties of Vice-President – Operations Division. The Vice-President of Operations Division shall oversee, coordinate and be accountable for activities of the Income (non-dues) Committee. He/she shall exercise the powers and activities and perform the duties of the President in the absence of disability of the President.

Section 9. Committees. Notwithstanding the above, the Board of Directors shall have the power to create additional committees or create “ad-hoc” committees.

Section 10. Duties of the Secretary. The secretary shall cause to be kept the minutes of all meetings of the Board or Executive Committee; and notices of meetings to members as provided in these By-Laws and act as a corporate Secretary for the Chamber as a not-for-profit association under the laws of the State of Illinois, which duties shall include attesting to and certifying resolutions and affixing the corporate seal.

Section 11. Advisory Board Committee. The Board of Directors may elect to nominate and appoint an advisory board. This advisory board may consist of 6 members of which 4 will be Chamber Members and 2 outside (non-Chamber) members. The duration of this committee will be 2 years with a 3 year term limit. It will be a voluntary committee who will advise the board of directors but will have no voting rights. Any decision made by the board of directors will be considered final regardless of the recommendation from the advisory board committee.

Section 12. Appointment of Officers. The Board may nominate and appoint a new officer to fill the unexpired terms of an officer who has died, resigned or is unable to serve the balance of his/her terms.

Section 13. Qualifications of Office. No person may serve as an office unless that person shall, at the time of his/her nomination and election, be:

- A. Must be a Muslim who attests to the five pillars of Islam and believes in Muhammad (pbuh) as the final and last prophet and;
- B. Must have legal status in the United States and;

- C. Must not be the subject of pending criminal proceedings of any sort or have a past criminal record that would adversely affect the Chamber as an organization or its employees, board members, officers or other constituents and;
- D. A member of the Chamber, or;
- E. An employee of a members of the Chamber in the event a Director ceases to be an employee of a member of the Chamber, that Director must, within ninety (90) days after ceasing to be an employee of a member of the Chamber either:
 1. Obtain employment with a member of the Chamber, or;
 2. Become a member of the Chamber, or;
 3. Resign.

The Board of Directors shall have the power to enforce this section and remove any Directors who shall not have complied with qualifications of office. For purposes of these By-Laws, the term employee shall be liberally construed. For purposes of these By-Laws, a Director ceases to be an employee of a member of the Chamber when, among other things, the employee terminates or is terminated from his or her employment, resigns, retires, or that Director’s employer allows its membership in the Chamber to lapse or otherwise terminates, or has terminated, its membership in the Chamber.

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**ARTICLE VIII –
ELECTION OF DIRECTORS**

Section 1. Election. The election of new members of the Board of Directors shall be held during the month of November.

Section 2. Nominating Committee. The President shall appoint a Nominating Committee on or before the tenth (10) of September. This Committee will consist of five (5) members, two (2) of whom will be Directors, and three (3) of whom will be non-Directors. The Nominating Committee will select the best qualified members of the business or professional groups to be represented and obtain their agreement to serve as a Director if elected. No more than one candidate will be recommended to fill each of the vacancies which occur annually. No member of the Nominating Committee shall be eligible for that election.

Section 3. Balloting. The Nominating Committee shall report their selections to the Secretary on or before the twentieth (20th) of October. The Secretary will cause their names to be placed on a ballot, with four (4) write-in spaces provided, which will be sent out to all members on or before the thirty-first (31st) of October. Ballots must be returned to the Chamber of Commerce office within fifteen calendar (15) days for a final count by the Nominating Committee. The candidates from each classification receiving the highest number of votes shall be considered elected.

Section 4. Joint Board. At the December Board Meeting, the members of the Board of Directors and the Directors-Elect (those having been elected in November) shall meet as a Joint Board. Directors-Elect shall not be counted for purposes of determining a quorum. This Joint Board shall elect new officers to take office on the January the first (1st) following. All other business, than the election of officers, shall be transacted with the Directors-Elect having a voice but no vote. The term of the Directors-Elect shall commence on January the first (1st) following their election.

Section 5. Appointment to Board.

- A. The President, with approval of the Board of Directors, may appoint new Directors to fill the unexpired terms of Directors who have die, resigned, or are unable to serve as Directors

- B. The President, with approval of the Board of Directors, may appoint Honorary Directors.

Section 6. Term of Office. Six (6) new Directors will be elected each year for a two (2) year term. A Director may serve two (2) consecutive elected two (2) year terms. He shall not, however, be eligible for re-election to the Board for the year next succeeding the final year of his second elected two (2) year term. An "elected two (2) year term" shall herein be defined as a period of two (2) consecutive years, served by the Director on the Board as a result of election to the Board by members of the Chamber of Commerce in conformity with these By-Laws. This definition shall not include partial terms or appointed terms of office.

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ARTICLE IX – EXECUTIVE DIRECTOR

Section 1. Executive Director. The Board of Directors, may at its discretion, employ a full or part-time Executive Director and/or other office staff member (s) needed to successfully carry out the objectives of the Chamber. The Executive Director shall:

- A. Be a non-voting member of the Board of Directors and of all Committees.
- B. Serve as Chief Administrative and Executive Officer of the Chamber and as an administrator to the Board of Directors.
- C. Cause notices and minutes of meetings, financial reports and other data to be prepared and distributed.
- D. Serve as advisor to the President and to all Division and committees and will be responsible for the executive of all work assignments, whether by staff or by Committee Members.
- E. Be responsible for hiring, firing, directing and supervising all employees.
- F. With the cooperation of the Finance Division and all other Committees, be responsible for the preparation of an operation budget covering all activities of the Chamber, and shall be responsible for all expenditures, which are to be within pre-approved budgetary allocations.
- G. Make disbursements on account and expenses provided for in the budget without additional approval of the Board of Directors.
- H. Diligently pursue the development of the Chamber and its purposes and objectives.

ARTICLE X – USE OF FUNDS/AUDITING/BONDING/FISCAL YEAR

Section 1. Use of Funds. Funds received from dues payments shall be placed in the general fund to defray the general operating expenses of the organization. These funds may not be used for the special purposes of a single business group within the membership without prior consent and authorization of the Board of Directors. When it becomes necessary to raise additional funds to cover the cost of special group activities, these funds must be raised from the group that will be directly benefited. All funds so raised shall be kept in a fund separate from the general fund and earmarked for a specific purpose, and all such

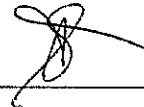
special assessments and disbursements therefrom shall be accomplished only with approval of the Board of Directors.

Section 2. Auditing. Each January, the President shall appoint an Auditing Committee which shall include the Treasurer; or the Board may, at their discretion, employ an auditor to examine and audit the books of the Treasurer. A report shall be made to the Board of Directors before the Q2 meeting.

Section 3. Bonding. The Treasurer and Executive Director, shall be under surety bond in such amounts as the Board of Directors shall deem necessary, the cost of which is to be born by the Chamber. The Directors may annually waive surety for the above.

Section 4. Fiscal Year. The fiscal year of the Chamber of Commerce shall be the calendar year (January 1 to December 31).

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ARTICLE XI- DIVISIONS/ COMMITTEES /TASK FORCES

Section 1. Divisions. The work of the head of the Chamber shall be administered through five divisions, each headed by a Vice President; Membership; Finance; Operations; Programs and Public Relations.

Section 2. Committees. The committees operating under each division are as follows:

Section 3. Adoption of By-Laws. These By-Laws shall be effective immediately following their adoption by a majority vote of the members present at the meeting called for such purpose; and when so adopted shall supersede all previous By-Laws and amendments thereof, which are hereby annulled.

- A. Programs: planning and implementation of the chambers programs and events.
- B. Membership/Ambassadors.
- C. Finance: finance.
- D. Public Relations: publicity and publications.
- E. Operations: assist with the internal operations and support.

Section 4. Task Forces. The Board or President may appoint as many task forces and ad hoc committees as necessary to adjunct the work of the divisions and committees.

ARTICLE XII – MISCELLANEOUS

Section 1. Dissolution. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be contributed to one or more regularly organized and qualified Islamic charitable, education, scientific, or philanthropic organizations organized as a 501c3 to be selected by the Board of Directors. A majority vote of all members of the Chamber shall be required to dissolve the Chamber.

Section 2. Amendments. These By-Laws may be amended or altered by a two-thirds (2/3) vote of the quorum at any regular or special meeting of the Chamber, provided notice of the proposed change shall have been mailed by the executive Director or

Secretary, to each member, not less than seven (7) calendar days prior to such meetings, and provided the proposed amendment has been approved by the Board of Directors. These By-Laws must be reviewed and reaffirmed or amended at least every three (3) years. Any member in good standing may propose By-Laws amendments.

Section 3. Initial Board of Directors. The initial Board of Directors will be appointed by the organizers of the Chamber. This initial Board will consist of no fewer or greater than eight members. The term for the initial group will commence on the approval date of the Articles of Incorporation, and will continue for approximately one year thereafter. Following the term of the initial board, the normal nomination/election cycle will commence (see Article VIII).

Section 4. Rules of Order. The current edition of the “Robert’s Rules of Order” shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or these By-Laws of this organization.

Section 5. Severability. Should any provision of these By-Laws be voided or become unenforceable, the remaining provisions shall be, and remain, in effect

Section 6. Effective Date. The effective date of these By-Laws shall be November 09, 2019, and all provisions contained herein shall be prospectively and not retrospectively applied.

APPROVED:

Date: November 8th, 2019

By: Shafiq