

In the name of God, Most Merciful and Compassionate

CAPITAL AREA MUSLIM BAR ASSOCIATION

AMENDED AND RESTATED BYLAWS

ARTICLE 1: OBJECTIVES, POWERS, AND USE OF ASSETS

Section 1. **Name.** The association shall be called the Capital Area Muslim Bar Association (hereinafter “CAMBA” or “the Association”).

Section 2. **Objectives.** To realize its objectives, the Association shall work with other organizations regardless of the racial, national, religious background or sexual orientation of such organizations or their members. The primary objectives of the Association include:

- (a) To improve and enhance the legal profession, within the meaning of § 501(c)(6) of the Internal Revenue Code, through serving the educational and professional needs of Muslim lawyers, legal professionals, and law students, and encouraging Muslims to enter the legal profession;
- (b) To foster a diverse community and sense of fellowship among Muslim legal professionals in the greater Washington area, facilitate communication and the sharing of resources, and to elevate our members as the next generation of leaders for the legal community;
- (c) To address legal issues affecting the community at large and their related impact on the Muslim American community; and
- (d) To educate and advocate for constitutional, civil and human rights for all.

Section 3. **Powers.** In pursuing these objectives, the Association shall have the powers to do all things necessary, proper, and consistent with maintaining its status under law.

Section 4. **Use of Assets.** The Association is a non-profit public benefit entity and the Association’s property, assets, profits and net income are dedicated irrevocably to these objectives.

ARTICLE 2: MEMBERSHIP

Section 1. **Eligibility for Membership.** To be eligible to become a member of the Association (“Member”), the prospective Member must be committed to supporting the purposes of CAMBA, as set forth in the Articles of Incorporation and these Bylaws. The prospective Member must also meet one of the following requirements, where “greater Washington area” refers to the District of Columbia; the counties of Anne Arundel, Arlington, Baltimore, Calvert, Carroll, Charles, Fairfax, Fauquier, Frederick, Harford, Howard, Jefferson, Loudoun, Montgomery, Prince George’s, Prince William,

Queen Anne's, Spotsylvania, St. Mary's, and Stafford; and the independent cities of Alexandria, Baltimore, Fairfax, Falls Church, Fredericksburg, Manassas, and Manassas Park:

(a) Lawyer Members:

(i) Be a lawyer admitted to practice in a state or federal territory of the United States who lives or works in the greater Washington area; or

(ii) Be a lawyer, not admitted to practice, with a J.D., L.L.M., L.L.B, or a foreign law degree, who lives or works in the greater Washington area; or

(b) Student Members: Be a student attending law school in the greater Washington area; or

(c) Special Members: Be an individual who lives or works in the greater Washington area, but who does not qualify for membership under the other categories.

Section 2. **Membership Application**. Any person meeting the jurisdictional requirements of the foregoing paragraph shall become a Member of the Association upon completion of a membership application and, if required, payment of dues.

Section 3. **Membership Privileges**. Lawyer Members shall be entitled to all the rights and privileges of the Association. Student Members and Special Members shall be entitled to all the rights and privileges of the Association, except voting or holding office.

Section 4. **Payment of Dues**. Dues may be required on an annual basis as determined by the Board of Directors. Membership dues for prospective Members can be waived for hardship reasons upon application to the Board of Directors.

Section 5. **Termination**. The membership of a Member shall automatically be deemed to be terminated if the Member fails to pay annual dues and fails to cure such delinquency within sixty (60) days of receiving a final notice of payment due. Membership may also be terminated for good cause as determined by the Board of Directors.

ARTICLE 3: OFFICERS

Section 1. **Officers**. There shall be four (4) Officers of the Association: President, Vice President, Secretary, and Treasurer.

Section 2. **Election**. The Officers shall be elected by the Board of Directors at the first Board meeting following the election of the Directors. All Officers must be selected from the members of the Board. All Officers shall be subject to the supervision and direction of the Board. Any Officer elected or appointed by the Board may be removed by the Board.

Section 3. **President.** The duties of the President shall include:

- (a) Be the Chief Executive Officer of the Association and responsible for the direction and operation of the Association, as determined by the Board of Directors;
- (b) Call meetings of the Board of Directors;
- (c) Preside over all meetings of the Association; and
- (d) Perform such other functions as are necessary or appropriate to the Association.

Section 4. **Vice President.** The Vice President shall have those powers as the President so delegates, and shall act as the President in the absence of the President. In circumstances in which the President resigns, or otherwise is unable to complete his/her term, the Vice President shall be vested with the full powers of the President for the remainder of the previous President's term, or until the Association conducts an election for a new President. The Vice President shall also perform such other functions as are necessary or appropriate for the Association.

Section 5. **Treasurer.** The duties of the Treasurer shall include:

- (a) Be responsible for the safeguarding of all funds received by the Association and for their proper disbursement in accordance with budget parameters;
- (b) Collect membership dues and maintain records of payment, and under the direction of the Board of Directors, expend or deposit the funds of the Association subject to applicable state and federal laws and regulations;
- (c) Keep regular accounts, which shall be open to inspection by any member of the Board of Directors, and shall at all times be subject to examination and audit as directed by the President;
- (d) Maintain compliance of accounts with all tax laws and regulations consistent with non-profit organizations;
- (e) Report the financial condition of the Association, and such other information as may reasonably be requested, in writing at meetings of the Board of Directors; and
- (f) Propose changes in annual membership dues as appropriate for final approval by the Board of Directors.

Section 6. **Secretary.** The duties of the Secretary shall include:

- (a) Keep a record of the proceedings of the Association, and of such other matters as may be directed by the Association to be placed in its files or records;

- (b) Keep an accurate roll of the names and addresses of the Officers, Board of Directors and Members, and notify Officers and Members of committees of their election or appointment; and
- (c) Issue written notices of all meetings, with a brief note, in case of special meetings, of the object for which they are called.

Section 7. **Terms of Office.** Officers shall serve one-year terms. The term for the initial Officers shall be determined by resolution of the incorporators of the Association or the Board, as the case may be.

ARTICLE 4: BOARD OF DIRECTORS

Section 1. **Board of Directors.** The number of Directors that shall constitute the entire Board of Directors shall be an odd number not less than five (5) nor more than nine (9). The initial number of Directors shall be determined by resolution of the incorporators of the Association or the Board, as the case may be. Thereafter, within the limits specified above, the number of Directors shall be determined by the Board or by the Members. Except as provided in Section 1 of this Article 4, Directors shall be elected by a plurality of the votes cast. Each Director so elected shall hold office until the second annual election following such Director's election and until his or her successor is duly elected and qualified, or until his or her earlier resignation or removal. The term for the initial Directors shall be determined by resolution of the incorporators of the Association or the Board, as the case may be. By resolution, the Board of Directors may arrange for terms to be staggered.

Section 2. **Elections.** Elections of the Board of Directors will be held at the annual general meeting or through an electronic process as determined by the Board. Members can vote by proxy. The form and manner in which the election process is conducted shall be established by the Board, and may be revised by the Board as needed, but it may not be revised within sixty (60) days of the next election.

Section 3. **Duties of Board Members.** The Board of Directors shall manage the affairs of the Association subject to and in accordance with these Bylaws. Responsibilities of Directors include:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Association, or these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Association;
- (c) Ensure that executive officer positions are filled;
- (d) Supervise all officers, agents, and employees of the Association to assure that their duties are performed properly;
- (e) Perform the duties of a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best

interests of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances;

(f) Meet at such times and places as required by these Bylaws; and

(g) Register their addresses with the Secretary of the Association.

Section 4. **Meetings.** Regular meetings of the Board of Directors shall be held at least once every three months, at such time and place as designated by the Board. Special meetings of the Board may be called by the President or any one Director with one (1) day's notice to each Director, either personally or by mail, telephone, email or facsimile transmission. The Board may hold meetings, both regular and special, either in or near the District of Columbia.

Section 5. **Quorum.** A quorum for any action to be taken at a Board of Directors meeting shall be a simple majority of the members of the Board present at the meeting. All Directors taking part by conference telephone or similar communication equipment shall be deemed to be present at such meeting.

Section 6. **Voting.** Only members of the Board of Directors can take action upon matters which may come before the Board. A majority of the votes cast at a meeting of the Board, duly called and at which a quorum is present, shall be sufficient to take action upon any matter which may come before the Board, unless a greater proportion is required for such action to be taken. Unless otherwise provided by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

Section 7. **Notice.** Notice of a meeting called for hereunder may be made by standard U.S. mail, electronic mail, phone call, or facsimile transmission and shall contain the time, place, and purpose of such meeting.

Section 8. **Failure to Attend Meetings.** The failure to attend two (2) consecutive Board of Director meetings or fewer than three Board of Director meetings in total in one calendar year without good cause shown shall result in loss of status as a member of the Board of Directors. "Good cause" shall mean emergency circumstances or those deemed urgent at the discretion of the Board of Directors. Good cause excludes work and/or school commitments.

Section 9. **Committees.** The Board of Directors may designate one (1) or more committees, which committees shall, to the extent provided in the resolution of the Board establishing such a committee, have all authority and may exercise all of the powers of the Board in the management of the business and affairs of the Corporation.

Section 10. **Vacancies.** Any vacant office may be filled for the unexpired term by a Board of Directors appointment except in the case of the office of President, which shall be filled for the unexpired term by the Vice President of the Association.

Section 11. **Ombudsperson.** In the event of a conflict or for any other appropriate reason, the Board of Directors may appoint, on an *ad hoc* basis, an ombudsperson to act as a facilitator in areas where the Board may deem necessary.

Section 12. **Compensation.** Directors shall receive no remuneration for acting as such; provided, however, Directors shall be entitled to reimbursement for reasonable expenses incurred in furtherance of the business of the Association.

ARTICLE 5: REMOVAL

Section 1. **Removal of a Director or Officer.** Any Director or Officer may be removed, expelled, censured, or suspended for cause upon a majority vote of all disinterested Board of Directors at a meeting of the Board.

Section 2. **Notice.** Written notice of the intention to expel, censure or suspend and reasons therefore shall be provided to the Director or Officer at least thirty (30) days prior to the meeting date. Electronic means of communication to the last known address as appears on the membership rolls, shall constitute such notice.

Section 3. **Opportunity to be Heard.** No Director or Officer shall be expelled, censured or suspended from the Board of Directors without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 4. **Referendum.** If the Board of Directors removes any Officer or Director of this Association, the removed Officer or Director may request a referendum within 15 days of the removal decision. If he or she requests a referendum, a general meeting must be called pursuant to these Bylaws within thirty (30) days of the request for referendum. An Officer or Director may be reinstated upon a 75% vote in favor of the reinstatement at a general meeting duly called and at which a quorum of a simple majority of all members with voting privileges are present.

ARTICLE 6: MEETINGS OF MEMBERS

Section 1. **General Meetings.** The Association, as determined by the Board of Directors, shall call general meetings of Members to transact any proper business of the Association.

Section 2. **Annual Meetings.** The Association shall call an annual general meeting of Members to conduct or announce elections or to transact any other proper business of the Association.

Section 3. **Special Meetings.** Special meetings may be called to discuss matters of concern to the membership.

- (a) In order to call a special meeting, five (5) or more Members shall submit to the Secretary a written agenda of such meeting. The agenda must provide adequate notice of the subject and intent of the special meeting. The Secretary shall, within seven (7) days of receiving the agenda, notify the general membership of the agenda and the date of such meeting, which shall be held between seven (7) to fourteen (14) days after such notice has been given to the general membership.
- (b) At special meetings, Members may recommend one (1) or more propositions, which must be consistent with the objectives and missions of the Association. If the proposition is adopted by a majority of those in attendance at the special meeting, then the Secretary, at the request of a majority of those in attendance at the special meeting, shall submit the proposition to the general membership for a vote. If the proposition is ratified by 75% of the membership, it shall become binding upon the Board of Directors.

Section 4. **Written Ballots.** Any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Association distributes a written ballot to each Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Association.

ARTICLE 7: COMMITTEES

Section 1. **Committees.** In pursuance of these Bylaws, the Officers may designate and create committees. The committees may only exercise the authority of the Officers of the Association as delegated by the Officers. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Officers, Board of Directors or any individual Director or Officer of any responsibility imposed upon it or him or her by law.

Section 2. **Membership Committee.** There shall be a Membership Committee, and the Board of Directors shall select a person to serve as Chair. The duties of the Membership Committee shall include the processing of applications for membership, sending notices to Members for failure to pay annual dues, maintenance of membership records, and recruitment of new Members.

ARTICLE 8: DISSOLUTION

Section 1. **Dissolution.** The Association may be dissolved solely upon a two-thirds (2/3) vote of the Board of Directors or a two-thirds (2/3) vote of all Members with voting privileges. Upon the termination, dissolution or final liquidation of the Corporation in any manner and for any reason, the Board of Directors shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more nonprofit purposes within the meaning of Section

501(c)(6) of the Code (or the corresponding section of any future federal tax code), or shall be distributed to the federal government, or to state or local government, for a public purpose.

ARTICLE 9: AMENDMENTS

Section 1. **Amendment of Bylaws.** These Bylaws may be adopted, amended, or rescinded by a two-thirds (2/3) vote of the Board of Directors or a two-thirds (2/3) vote of all Members with voting privileges.

Section 2. **Amendment of the Certificate of Incorporation.** The Certificate of Incorporation may be amended, altered, changed, or rescinded by a two-thirds (2/3) vote of the Board of Directors or a two-thirds (2/3) vote of all Members with voting privileges.

Section 3. **Certificate of Incorporation.** Reference in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless stated otherwise.

ARTICLE 10: LIABILITIES OF OFFICERS AND DIRECTORS

Section 1. **Liabilities.** To the extent permitted by law, the liability of Directors and Officers of the Association is eliminated with respect to any proceeding brought by or in the right of the Association, except that such liability shall not be eliminated if the Directors or Officers engaged in gross negligence, willful misconduct or a knowing violation of criminal law.

Section 2. **Indemnification.** Unless expressly prohibited by law, the Association may fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason or fact that such person, or such person's testator or intestate, is or was Director, Officer, employee or agent of the Association or serves or served any other enterprise at the request of the Association, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.