

In the name of Allah, the Most Merciful, the Most Compassionate

The Constitution and By-Laws

of

**Prince George's Muslim Association**

## **Article I: Name and Location**

The name of the corporation shall be Prince George's Muslim Association (hereinafter referred to as "PGMA"). The principal office for the corporation in Maryland shall be located in the County of Prince George at 9150 Lanham-Severn Rd. Lanham, MD 20706.

## **Article II: Description**

PGMA is a non-profit, religious, charitable, and educational institution. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

## **Article III: Purposes**

The purpose and activities of PGMA shall be to advance the teachings of Islam and to serve the Muslim community and community at large in the Washington Metropolitan area. Towards this end, it shall:

### **Section I: Activities**

1. Hold congregational prayers and Islamic religious festivals and ceremonies at proper times.
2. Promote closer ties, relations, unity, and cooperation among Muslims residing in the Washington Metropolitan area to achieve its goals and objectives within the law of the land.
3. Promote friendly relations and understanding between Muslims and non-Muslims.
4. Provide Islamic education to Muslim children and adults and seek cooperation and alliances with other Islamic schools in the area.
5. Educate Muslims and non-Muslims about Islam through various projects, lectures, programs and activities.

### **Section II:**

PGMA shall maintain a place(s) of worship, which shall be known as Masjid(s) (mosque(s)).

### **Section III: Office**

PGMA shall maintain an office on its premises located at 9150 Lanham-Severn Rd. Lanham, MD 20706.

## **Article IV: Affiliation**

The PGMA shall be affiliated with any Islamic organization that is beneficial to its purposes.

## **Article V: Membership**

### **Section I: Membership Type**

1. PGMA shall have one type of membership: Regular Membership. This membership may be granted to any Muslim residing in the Prince George's County area.
2. Membership fee is \$100 per family and \$50 per individual per year.
3. The Executive Council with the approval of the Board of Trustees has the right to waive the membership fees as it deems necessary.
4. Holders of membership are entitled to vote, to nominate, to be elected, or selected to any elected post of PGMA after they have completed 12 months of membership.
5. Only regular, active, continuous and fully paid members will be eligible for voting and elected post.

### **Section II: Requirements of Membership**

1. New applicants for membership must complete a membership application form.
2. They must be an adult Sunni Muslim of the regular attendees of the PGMA congregational prayers and activities.
3. All applicants must be approved by the Executive Council.
4. Members must practice Islam according to the Holy Qur'an and the Sunnah (teachings and example) of the Prophet Mohammad (Peace be upon him).
5. An applicant must not be a member of any outlawed organization by US laws.
6. All members shall agree to abide by PGMA Constitution.

### **Section III: Privileges**

All members are entitled to PGMA benefits.

### **Section IV: Withdrawal of Membership**

Any member may resign or withdraw his/her membership upon a written letter to the Executive Committee of PGMA.

### **Section V: Suspension of Membership**

1. Board of Trustees may suspend the membership in any of the occurrences:
  - a) Conviction of a member in a court of law for committing a criminal act.

- b) A Public declaration contrary to the creed, purposes or objectives of PGMA.
  - c) Consistent violations for the rules and regulations of a current PGMA management.
  - d) Belonging to an organization that is outlawed in the US.
2. The suspension must be preceded by at least three warnings indicating the specific reasons for suspension. Two of the warning must be in writing
  3. The appeal of membership suspension: any suspended member has the right to appeal within 30 calendar days to Board of Trustees. Board of Trustees' decision is final.
  4. If the improper behavior continues a proper action will be taken to remove the person from the premises.

## **Section VI: Elections and Voting Procedures**

1. The board of trustees shall appoint an election committee of three individuals to manage all issues related to elections including nomination of members.
2. Members of the election committee shall execute the procedures of the election set by the board of trustees.
3. Procedures of the election must be approved by Board of Trustees and posted on the bulletin board.
4. Nominees for the new Board of Trustees must be practicing Muslims who are not known for committing major sins or neglecting major obligations.
5. Members of the election committee cannot be nominees for the election that they are managing.
6. The election committee is the final authority in accepting and rejecting the outcome of an election.
7. Rejection of election outcome can only be for cause such as forgery.
8. Members of the election committee must be known for their independence, neutrality, and trustworthiness.

## **Article VI: Board of Trustees**

### **Section I: Description**

Board of Trustees oversees the general activities of the PGMA to ensure that they are within the framework of the Constitution. Board of Trustees is the policy making body of PGMA. However, Board of Trustees may assume all the executive duties in emergency situations.

## **Section II: Responsibilities**

Board of Trustees shall supervise all affairs of the corporation through the following means:

1. To select executive council members and approve, amend, or reject the annual budget and activity plan presented by the Executive Council.
2. To discuss reports presented by the all committees and councils and provide recommendations accordingly.
3. To discuss special requests by the community via the Executive Council.
4. To intervene whenever necessary to resolve any major dispute, crisis, or decision that may be viewed by the Board as contradictory or harmful to the best interest of PGMA.
5. To make certain that all activities and financial affairs are conducted Islamically, professionally and in accordance with the law of the land and meet with the General Body members at least twice a year.
6. The Board is entitled to intervene in any dispute whenever requested by minimum of 25 members of the community as related to PGMA and its decisions are binding for all bodies of PGMA.
7. The Board of Trustees may revoke any decision of the Executive Council and other committees as it deems necessary in the best interest of PGMA.
8. To approve the appointment or the dismissal of the Imam in consultation with the General Body members.
9. To hire and fire the principal of the PGMA Fulltime School.

## **Section III: Number of Trustees**

Board of Trustees shall consist of eight (8) members.

## **Section IV: Meetings**

1. Board of Trustees shall hold a regular meeting on a quarterly basis or as need arises.
2. Secretary of the Board shall notify all members at least one week prior to the regular meeting.
3. Special meetings of Board of Trustees may be called by the Chairman of the Board, the Executive Council, one-third of the Board, or one-third of the General Assembly.
4. Board of Trustees shall be notified at least three days prior to a special meeting of the Board.

## **Section V: Quorum**

Four members of the Board of Trustees shall constitute a quorum for the transaction of

business at any meeting of the Board. If less than four Board members are present at the said meeting, a majority of the Board present may call for a new meeting. Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

## **Section VI: Resolutions**

The act of a majority of Board of Trustees present at a legal meeting at which a quorum is present shall be the act of Board of Trustees.

## **Section VII: Vacancies**

A vacancy in any office because of death, sickness, resignation, removal, disqualification, or otherwise, may be filled by Board of Trustees for the un-expired portion of the term.

## **Section VIII: Officers and Committees**

Board of Trustees shall elect among its members the following officers:

1. Chairman of Board of Trustees who shall be a resident of the Washington, DC Metropolitan Area.
2. Vice Chairman who shall be a resident of the Washington Metropolitan Area.
3. After electing an officer two third majority is required to remove the officer from his position in the Board.

## **Section IX: Duties and Responsibilities of the Officers**

### **A. Chairman of Board of Trustees:**

1. To preside at all meetings of the Board.
2. To conduct business and legal transactions as necessary on behalf of the corporation.
3. To take all necessary measures to protect the interests of PGMA. All measures taken by the Chairman of Board of Trustees must be reviewed by Board of Trustees in a meeting to be within one month of such measures. It is up to Board of Trustees to uphold, alter, or cancel such measures.

### **B. Vice Chairman:**

The Vice Chairman assumes all responsibilities allocated to the post of the Chairman in the event of his absence. In the absence of the Chairman, or in the event of his inability to act, the Vice Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the

restrictions on, the Chairman. The Vice Chairman shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Trustees.

### **C. The PGMA Imam:**

1. Imam serves as the member of the Executive Council and may attend the meeting at his discretion.
2. Supervise all religious and educational activities, such as Jumu'a Khutbas and Islamic study circles.
3. Initiate and conduct educational program for all segments of the community; men, women and youth.
4. Provide Islamic supervision for the fulltime and part-time schools, and serve as a member of the PGMA board of education.
5. Supervise Islamic ceremonies, conduct or arrange for marriage contracts, issue marriage certificates, and collect the proper fees for these services.
6. Review all literature presented for approval before display or distribution in the Masjid.
7. Conduct or arrange for the proper Janazah procedures for the deceased in accordance with the rules of Islamic Shari'ah.
8. Select the members of the Board of Religious affairs and chair its meetings.
9. All religious affairs to be decided by the PGMA Imam who has the ultimate religious authority of PGMA.

### **Non liability of Trustees**

The Trustees shall not be personally liable for the debts, liabilities or other obligations of the corporation.

### **Indemnification by Corporation of Trustees and Officers**

The Trustees and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

### **Section X: Term of Board of Trustees**

The term of members of the Board of Trustees shall be two years, renewable by an additional consecutive two terms, with a maximum service of 3 consecutive terms (6 years continuous), except the Imam.

### **Section XI: Selections of Board of Trustees members**

The Board of Trustees shall consist of eight (8) members, seven (7) of whom shall be elected by the General Body in accordance to the election procedures set forth by the board of trustees. The eighth member shall be the PGMA resident Imam who will serve as the advisory and non voting member of the Board of Trustees. No member

may nominate or vote for themselves. The Imam will be selected and hired by the Board of Trustees in consultation with the General Body members.

### **Section XII: Resignation**

Board of Trustees shall decide whether to accept or reject resignations of any member. In the event of accepting the resignation of a Board member, the Board shall elect, with two-third vote, a new member to fill the vacancy within one month. Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Trustees. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled, as the board shall determine.

### **Section XIII: Dismissal of Officers**

1. Board of Trustees shall remove any member who fails to carry out his responsibilities by two-third of the total members of Board of Trustees.
2. Dismissal of Imam requires at least four vote of the total member of the Board of Trustees in compliance with the procedure set forth in his contract for this purpose, and in consultation with the general body.
3. Any member or officer may be removed with cause by the Board of Trustees at any time. Any officer may resign at any time by giving written notice to the Board of Trustees. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Trustees relating to the employment of any officer of the corporation.

## **Article VII: The Executive Council**

The Executive Council shall be comprised of a seven member Executive Committee and the Chairs of all the standing committees of PGMA and a representative of the Board of Trustees appointed by the Chair of the Board of Trustees.

### **Section I: The Executive Committee**

The Executive Committee shall be comprised of seven members appointed by Board of Trustees. Those members shall be as follows:

- Executive Director
- Imam
- Treasurer

- Secretary of the Council
- Facilities Manager
- Communication Director
- IT Manager

The Executive Committee shall meet no less than weekly to manage the daily affairs of the masjid. The full Executive Council shall meet monthly to review programmatic plans for the masjid. The Executive Council shall be headed by the Executive Director of the Executive Committee.

## **Section II: Responsibilities**

1. To manage the daily affairs of the PGMA.
2. To organize and supervise activities and programs to achieve the objectives of the corporation.
3. To submit the annual budget and activity plan to Board of Trustees for approval.
4. To set up committees.
5. To maintain all records of the corporation.
6. To see that the seal of the corporation is affixed to all corporate documents in accordance with the provisions of these by-laws.
7. The Director/ Assistant Director of the Executive Committee will act as a liaison between the Board of Trustees and the Executive Committee.

## **Section III: Other Committees**

The corporation shall have such other committees as may from time to time be designated by resolution of the Executive Committee.

## **Section IV: Meetings and Actions of Committees**

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Trustees, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Executive Council or by the committee. The Executive Council may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **Section V: Duties of Treasurer**

1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Trustees.
2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Trustees, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records to any Trustee of the corporation.
6. Render to the Director and Trustees, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

## **Section VI: Duties of the General Secretary**

The General Secretary shall be responsible for the following; the Secretary shall:

1. Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the Trustees, and, if applicable, meetings of committees of Trustees and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
5. Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
6. Exhibit at all reasonable times to any Trustee of the corporation, on request therefore, the Bylaws, the membership book and the minutes of the proceedings of

the Trustees of the corporation.

7. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Executive Committee.

### **Section VII: Term**

The term of the Executive Council shall be two years.

### **Section VIII: Selection of Officers**

The Board of Trustees shall select all members of the Executive Council, including the Imam.

### **Section IX: Vacancies**

The Executive Council will nominate a person who shall be confirmed by Board of Trustees.

### **Section X: Representation**

1. The Director of the Executive Committee shall have primary responsibility to represent PGMA on daily matters.
2. The Chairman of Board of Trustees shall have primary responsibility to representing PGMA in official and legal meetings.
3. The PGMA Imam shall have primary responsibility to represent PGMA in meetings concerning religious and Fiqh matters.
4. The Chairman of the board of trustees and the Director of the Executive Committee will consult with each other on all representational matters, and can designate a representative on their behalf.

## **Article VII: The Board of Religious Affairs**

The Board of Religious Affairs is an advisory Board the purpose of which is to assist the Imam in performing the PGMA religious services. This board shall:

1. Assist the PGMA Imam in supervising all religious and educational activities.
2. Assist the PGMA Imam in conducting educational program for all segments of the community.
3. Assist the PGMA Imam in conducting marriage contracts, issuing marriage certificates.
4. Assist the PGMA Imam in reviewing all literature presented to the board for approval.
5. Perform religious services and other tasks as per the direction of the PGMA Imam.

## **Article VIII: The Board of Education**

### **Section I: Duties of the Board of Education**

The Board of Education shall be appointed by the Board of Trustees, and shall perform the following duties:

1. Supervise and run the Islamic daily school.
2. Maintain and develop a sound curriculum in Islamic studies, Arabic language and other sciences.
3. With the approval of Board of Trustees provide and employ well-qualified Muslim teachers and expose them to the Islamic and professional training.
4. Invite speakers and Muslim scholars in coordination with Imam to hold lectures, seminars and discussion sessions on various aspects of education.
5. Report to Board of Trustees directly.

### **Section II: Duties of the Chairman of the Board of Education**

The Chairman of the Board of Education shall:

1. Call, preside over and adjourns the Board of Education meetings
2. Oversee the operation of the Fulltime School.
3. Advance the cause of education in PGMA
4. Safeguard the interest of the Fulltime School.
5. Provide progress reports periodically to Board of Trustees

## **Article IX: The Sisters Committee**

The Sisters Committee shall:

1. Act as liaison between the Executive Council and the female members of PGMA.
2. Choose and implement, in coordination with the Imam the sister's educational programs and activities.
3. Suggest and recommend educational procedures for school programs and activities
4. Look after the specific needs of sisters and children during symposiums, banquets and other Islamic social gatherings.
5. Report to the executive council directly.

6. The woman coordinator is the chairperson of this committee.
7. The woman coordinator is selected by the sisters of PGMA and approved by Board of Trustees.

## **Article X: The General Assembly**

### **Section I: Members**

The General Assembly consists of all members of the PGMA.

### **Section II: Quorum**

Simple Majority of all regular members shall constitute a quorum in any legal meeting.

### **Section III: Responsibilities**

1. To nominate members for the Board of Trustees.
2. To make recommendations to Board of Trustees and Executive Council.
3. To deliberate on an annual comprehensive report by the Executive Council.
4. To offer and vote on proposed amendments to these constitution and by-laws as per Article XIII.

### **Section IV: Meeting**

1/3 of the total PGMA membership can call for a special meeting of the General Body.

## **Article XI: Dispute Resolution**

### **Section I: Fiqh Issues**

Any issues related to Islamic Fiqh must be referred to the Imam of PGMA on a day to day to basis. The Imam of PGMA has the right to veto any decision taken at any level of PGMA if he deems it in violation of Islamic law. If the Imam's veto is disputed by a majority in the respective decision making body, the matter, in this case, should be referred to the Fiqh Council of North America, except as it relates. The decision(s) made by Fiqh Council of North America will be final and binding.

### **Section II: Other Disputes**

All other major disputes, legal and otherwise, that are voted on and resolved by the Board of Trustees but are still disputed by a majority in the general body will be resolved by an Islamic arbitrator/s agreed upon by both parties. The decision(s) of the arbitrator/s will be final and binding to both parties.

## **Article XII: Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.

## **Article XIII: Amendments to By-Laws**

These by-laws may be altered, amended or replaced and new by-laws may be adopted if at least five (5) of the voting members of the Board of Trustees vote in favor of an amendment and over fifty percent (50%) of the general membership vote in favor of the aforementioned amendment at the next election of the Board of Trustees. If one-third (1/3) of the general membership submits a proposed amendment to the Board of Trustees, the Board of Trustees must consider the amendment. If two-thirds (2/3) of the general membership submits a proposed amendment to the Board of Trustees it must be placed on the ballot at the next election of the Board of Trustees. Any amendments approved at the election of the Board of Trustees must be reflected in the Constitution within seven (7) days of the aforementioned election.

## **Article XIV: Nondiscrimination**

The facilities and activities of the corporation shall be open to all interested persons without discrimination on the basis of race, color, sex, or national origin, provided that these persons subscribe to and uphold the objectives of the corporation and abide by the rules and regulations established by the management of the corporation.

## **Article XV: Ownership of Property**

Ownership of all real property acquired by PGMA shall be placed under the North American Islamic Trust (NAIT) within 30 days of acquisition.

## **Article XVI: Dissolution**

Upon the dissolution or winding up of the corporation, its remaining assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to North American Islamic Trust (NAIT).

## **Article XVII: Execution of Instruments, Deposits and Funds**

### **Section I: Execution of Instruments**

The Executive Committee, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section II: Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Trustees, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Assistant Director of the Executive Committee and co-signed by another member of the Executive Committee.

### **Section III: Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Executive Committee may select.

### **Section IV: New Accounts:**

No new accounts can be opened by the Executive Committee without written permission from the Board of Trustees.

### **Section V: Reserve Account**

The Board of Trustees shall maintain a reserve account wherein the major cash of PGMA is deposited.

### **Section VI: Gifts**

The Executive Council may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

## **Article XVIII: Corporate Records, Reports and Seal**

### **Section I: Maintenance of Corporate Records**

The corporation shall keep at its principal office:

1. Minutes of all meetings of Trustees, indicating the time and place of holding such meetings, whether regular or special, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
3. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
4. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

## **Section II: Corporate Seal**

The Board of Trustees may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **Section III: Members' Inspection Rights**

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

1. To inspect and copy the record of all members' names, and voting rights, at reasonable times, upon written demand to the Executive Committee. The demand shall state the purpose for which the inspection rights are requested.
2. To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the board or committees of the board, upon written demand to the Executive Committee by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

## **Section IV: Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

# **Article XIX: IRC 501(c) (3) Tax Exemption Provisions**

## **Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal

income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **Article XX: Construction and Terms**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.