

**CONSTITUTION AND BYLAWS
OF
AL BAQI COMMUNITY SERVICES OF THE NY CAPITAL DISTRICT, INC.
(ESTABLISHED IN 2024)**

PREAMBLE

With the rapid growth of Bangladeshi American Muslims in the NY Capital District, we, the people of the Bangladeshi-American Muslim community in New York Capital District, in order to form an organization that can achieve objectives of helping the bereaved family in the event of death of a family member by assisting in the arrangement of funeral services including paying funeral costs, do ordain and establish the Al Baqi Community Services of the NY Capital District, Inc. on the 4th day of August, 2024 at a meeting.

Affirming that it is our duty to safeguard, protect, and defend this Constitution and Bylaws to maintain its authority in running the organization.

The members of Al Baqi Community Services of the NY Capital District, Inc. consent to, and hereby do, adopt this Constitution and Bylaws consisting of the following 8 (eight) pages, as the Constitution and Bylaws of the organization.

ADOPTED AND RATIFIED by the General Membership on this 12th day of April, 2025.

ARTICLE I – NAME, NATURE, SCOPE, DEFINATIONS

§1. Name: The name of this member-based organization shall be Al Baqi Community Services of the NY Capital District, Inc., hereinafter referred to as the "Organization" or the "Corporation".

§2. Nature: The Organization shall remain as CHARITABLE Not-for-Profit corporation pursuant to the NYS Not-for-Profit Corporation Law (NPCL) § 201 and tax-exempt nonprofit organization pursuant to §501(c)(3) of Internal Revenue Code.

§3. Scope: Activities of the Organization shall primarily be limited to New York Capital District, which is defined under the §4. Definitions. Board of the Trustee can extend the service area as it deems appropriate.

§4. Definitions:

"New York Capital District" or **"NY Capital District"** shall refer to entire geographical area comprised of Albany, Columbia, Fulton, Greene, Montgomery, Rensselaer, Saratoga, Schenectady, Schoharie, Warren, and Washington counties.

"Bangladeshi American Muslim community" or the **"community"** or the **"community members"** shall refer to people of Bangladeshi origin with Muslim faith who live, study, or work within the New York Capital District.

"Member" or **"general member"** or **"member of the Al Baqi Community Services"** or **"member of the Organization"** shall refer to member of Al Baqi Community Services of the NY Capital District.

The **"Board of Trustees"** or the **"Trustee Board"** or the **"Board"** shall refer to Board of Trustees.

The **"Chair"** or the **"Board Chair"** or the **"Chair of the Board"** or the **"Chair of the Trustee Board"** shall refer to the Chair of the Board of Trustees.

The **"Board member"** or the **"Trustee"** shall refer to members of the Board of Trustees.

The **"Committee"** or the **"Executive Committee"** shall refer to the Executive Committee of the Organization.

The **"President"** or the **"President of the Executive Committee"** shall refer to the President of the Executive Committee.

"Committee member" or **"executive committee member"** shall refer to members of the Executive Committee.

ARTICLE II – PURPOSES

In the event of sudden death of the head of a household or a family member, people fall into sudden shock. They may not know what to do at this difficult time of their life. Instead of grieving their irrecoverable losses and praying to Allah SWT for the deceased, they may need to

engage in arranging funerals and more specifically, arranging funeral costs. This non-profit organization is formed to relieve these funeral-related anxiety and fear for the members and their loved ones.

§1. The primary purposes of the Organization are –

- To bear the funeral costs in the event of the death of members and their immediate families as stipulated elsewhere in this document.
- To assist in the funeral arrangements including burial in the event of the death of members and their immediate families.
- To provide guidance to the members and their families in achieving foregoing and other activities pertaining to the care of the Graveyard.
- To help broader Muslim community in advising/assisting funeral related matters and make dua for the deceased and the bereaved family.

ARTICLE III – MEMBERSHIP

§1. Eligibility of Membership: Membership is open to all Muslim of Bangladeshi origin residing in the New York Capital District who is at least eighteen years old. Membership can be extended to others by the approval of the Board of Trustees. Membership is granted upon completion and receipt of a membership application and joiner fee and annual dues.

§2. Joiner Fee and Annual Dues: There will be a one-time joiner fee as well as a yearly subscription for membership. The initial one-time joiner fee is \$100, and the yearly membership fee is \$200 per year. Continued membership is contingent upon being up to date on membership dues. The joiner fee as well as the yearly membership fee are non-refundable in case the member decides to discontinue or not to renew the membership of the Organization. The yearly membership fee is due by **January 31st** of the subscription year. Every year Executive Committee will review the number of deaths in previous years and funeral costs set by funeral homes/Muslim Cemetery of the Capital District and may propose a new membership joiner fee and annual subscription. Any rate increase will need approval by the membership with a two-thirds majority. Voting on assessment of membership dues can be done through in-person general meeting or electronically such as email or web. Members can make advance payments for future annual membership fees. However, if there is a rate increase for any of these future years, they must pay the remaining balance. From January 31st, 2026 there will be 3 (three) months waiting period after joining to receive benefits. Last date to join in a calendar year will be September 30th.

§3. Right of Members: The rights of the members of the Organization are as follows –

- a. Members are eligible to run for trustees in the Board of Trustees,
- b. Member shall elect trustees, and
- c. Member shall ratify these bylaws, any amendments to these bylaws, and any change in joiner fee and annual dues.

§4. Resignation and Termination:

- a. Any member may resign by filing a written resignation with President.

- b. Membership will be paused if the annual membership fee is not paid by the due date. All services/benefits will be halted during a pause. If membership fee is not paid after 60 calendar days from the due date, membership will be automatically terminated.
- c. The membership can be terminated by a two-thirds majority vote of the membership in a general meeting for the reason of anti-organization activities.

§5. Membership upon Death: If a member dies, any adult in his/her family can continue the membership by paying annual membership fee. A joiner fee is not needed in this case.

§6. Membership upon Relocation: If a member relocates within the USA, he/she can continue his/her membership by paying membership dues. In the event of death of a relocated member or his/her immediate family, payment for funeral cost will be paid as per ARTILCE VII.

ARTICLE IV – MEETINGS OF MEMBERS

§1. Annual General Meeting: An annual general meeting of the members shall take place at a suitable time preferably in December-March. The specific date, time and location of which will be designated by the Board of Trustees. At the annual general meeting, the members shall elect trustees, receive reports on the activities of the Organization, receive audited financial report, determine the direction of the Organization for the coming years, any proposed changes to the joiner and annual membership fees, and if required, vote for the ratification of any amendment to the Bylaws.

§2. Extraordinary Meetings. Extraordinary general meetings can be called by the simple majority of the Board of Trustees. A petition signed by twenty percent of members may also call an extraordinary general meeting.

§3. Notice of Meetings. Meeting Notices shall be given to each member, by mail or email or both, not less than two weeks prior to the meeting.

§4. Quorum. The members present at any properly announce meeting shall constitute a quorum.

§5. Voting. Unless otherwise indicated in these Bylaws, all issues that are not in conflict with this Constitution shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V- BOARD OF TRUSTEES

§1. Board Size, Role, and Compensation: The Board shall have five seats. If there are not enough interests for Trustee positions among members, the size of the Board can be smaller. All Board members shall have the same rights and privileges. The Board is responsible for the overall policy and direction of the Organization, formulation of detailed guidelines in light of these Bylaws, formation of the Election Commission, and overseeing the activities of the Executive Committee. The day-to-day operations of the Organization shall be run by the Executive Committee as outlined in Article VI. The board may create

committees as needed for special assignments, e.g. event management, public relations, fundraising, publication etc. The board receives no compensation other than reasonable expenses.

§2. Terms: All board members shall have two-year term but are eligible for re-election for up to three consecutive terms.

§3. Meetings and Notice: The board shall meet at least twice a year. The board meetings can be in person or virtual. An official board meeting requires that each board member have written notice two weeks in advance. A notice sent through the mail, email, or text message will be considered as written notice. Unless otherwise indicated in these Bylaws, all issues that are not in conflict with this Constitution shall be decided by a simple majority of those present at the meeting in which the vote takes place.

§4. Quorum: A quorum must be attended by at least three board members for business transactions to take place and motions to pass.

§5. The Chair: There shall be a Chair of the board. Duties of the chair include convening and presiding regularly scheduled board meetings; and convening and presiding annual general meetings and extraordinary general meetings. There shall be a two-member panel from amongst the board members who will preside over the board meetings and general meetings in the absence of the Chair according to the order of precedence.

§6. Board Elections:

- a. *Election Commission:* The board will form an Election Commission well ahead of an annual general meeting. The Commission shall consist of three members. The Election Commission members must be a current member of the Organization. The Commission shall conduct elections for the board of trustees.
- b. *Qualification of Trustees:* All candidates for trustee positions must be a current member of the Organization.
- c. *Election Procedures of Trustees:* The elected trustees shall be chosen directly by the members of the Organization. Plurality-at-large voting method shall be used in the election process of trustees. If there is a tie for the last position, the last trustees will be chosen by lottery. If the number of interested candidates is less than or equal to number of available positions, all of the candidates shall be automatically elected.
- d. *Selection of Board Chair:* In the very first board meeting, each trustee will propose a name in a secret ballot from amongst the trustees. The Election Commission will then create a list based on the number of votes received by each candidate. The trustee who gets the highest votes shall be the Chair. If there is a tie, the Chair shall be chosen by lottery. In this process, if a trustee decline to take the position of Board Chair, it will be offered to the next trustee in order of their received votes. The two-member panel stated in ARTICLE V §5 shall be selected in order of their received votes.

§7. Resignation, Termination, and Absences: Resignation from the board must be in writing and received by the Chair or President. A Board Member can be terminated from the board due to excessive absences, more than two unexcused absences from board

meetings in a year. A Board member can be removed for other reasons by a three-fourths vote of the remaining trustees.

§8. *Special Meetings:* Special board meetings shall be called upon the request of the Chair, or one-third of the board. Notices of special meetings shall be sent out by the President to each board member at least two weeks in advance.

ARTICLE VI – EXECUTIVE COMMITTEE

§1. *Executive Committee Size, Role, and Compensation:* The Executive Committee consists of the President, Secretary, and Treasurer. The Executive Committee is responsible for the day-to-day operations of the Organization, providing services in the event of the death of members or their family members, and any assignment specified by the Board. All committee members shall have the same voting power in the decision-making process of the committee. The committee shall take decisions by simple majority. The Executive Committee receives no compensation other than reasonable expenses.

§2. *Terms:* The term of the Executive Committee shall be two years.

§3. *Meetings and Notice:* The Executive Committee shall meet at least quarterly. The Executive Committee meetings can be in person or virtual. An official committee meeting requires that each committee member have notices three days in advance through email or text message. Unless otherwise indicated in these Bylaws, all issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. In the event of the death of a family member or a member of the Organization, committee will urgently meet in person or via telephone. No advance email or text message notices and quorum are required in that situation.

§4. *Quorum:* A quorum must be attended by at least two-thirds of committee members for business transactions to take place and motions to pass.

§5. *Officers and Duties:* There shall be three officers of the Executive Committee, consisting of President, Secretary, and Treasurer. Their duties are as follows –

The President shall convene and chair committee meetings. In absence of the President, his duties will be performed by the members of the Executive Committee in the following order: Secretary and Treasurer. The President shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out board meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. In the event that the President is not elected from the elected Board members, he will be an ex-officio member of the Board.

Secretary shall be responsible for keeping records of committee actions, including overseeing the taking of minutes at all committee meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each committee member, and assuring that committee records are maintained.

Treasurer shall make a report at each board meeting. He/she shall prepare annual budget, keep accounts, review joiner fee and annual dues and propose any changes, collect annual dues, prepare annual tax returns, help develop fundraising plans, and make financial information available to board members and the members.

§6. Executive Committee Elections:

- a. Qualification of Committee Members – All committee members shall be from the members of the Organization.
- b. Election Procedures of Executive Committee: Within two weeks following the Board Election, newly elected Board of Trustees shall meet and elect President, Secretary, Treasurer by plurality-at-large voting method. These officers shall constitute the Executive Committee.

§7. Resignation and Termination: Resignation from the Executive Committee must be in writing and received by the Chair. An Executive Committee member can be removed from the committee by a three-fourths vote of the trustees.

ARTICLE VII – PAYMENT FOR FUNERAL COSTS

§1. Payment for Funeral Costs: The Organization shall provide funeral costs in the event of death of a member or his immediate family as follows –

- a) Pay the funeral cost at the event of a death of a member or his immediate family member as defined by ARTILCE VII §2.
- b) If a member or his immediate family member dies outside of NY Capital District, reimbursement will be made based on lesser of local funeral cost set by Albany Capital District Mosques/Muslim Cemetery of the Capital District and actual funeral costs.
- c) If a member's family wish to send the dead body to Bangladesh, a payment equal to amount of local funeral cost set by Albany Capital District Mosques/Muslim Cemetery of the Capital District will be made to the survivor(s).
- d) No payment shall be made, if the death and burial both happens outside of USA.
- e) If death happens in outside of USA, but burial happens in the USA, a payment equal to amount of local funeral cost set by Albany Capital District Mosques/Muslim Cemetery of the Capital District will be made to the survivor(s).

§2. Immediate Family Member: Immediate family member is defined as spouse and all dependent children. Parents and spouse's parents who live in the same household shall also be treated as immediate family members. In the event a parent and spouse's parent die while visiting their child (member or spouse of a member) in the NY Capital District shall also be treated as immediate family member.

ARTICLE VIII – INVESTMENT

Funds generated from membership dues and donations can be invested by following Islamic rules and regulations.

ARTICLE IX – INDEMNIFICATION

The Organization shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, trustee, director, or employee of the Organization against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Organization; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of trustees who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the Organization and the indemnified officers, trustees, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, trustee, or employee under this Article shall apply to such officer, director, trustee, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE X – AMENDMENT OF BYLAWS

The Bylaws should be reviewed at least once every two years for their effectiveness and suitability. To this end, the board may form a Bylaws Review Committee. The Bylaws Review Committee, at the direction of the board, will prepare draft revised Bylaws and submit it to the board. In addition, any member can propose amendments to these Bylaws. Any such proposition must be submitted to the President. Upon receiving any proposition, the President shall include it with regular board announcements and send it to the trustees at least 2 (two) weeks prior to the board meeting.

To progress any proposition to the membership for ratification, a two-thirds majority of the Board is required. If a proposition gets the required two-thirds majority of the Board, the Board/President will put up the proposition for an affirmative or negative vote in the next annual or extraordinary general meeting of full membership. If necessary, voting by the membership can be obtained through mail or email. In this case, the time between the date of issuance and the announced deadline shall be at least 3(three) weeks. A simple majority of the responding general members (more affirmative votes than negative votes) is required for final ratification.

ARTICLE X – MISCELLANEOUS

§1. Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Trustees, a record of all actions taken by the Board of Trustees without a meeting, and a record of all actions taken by Articles of Incorporation and the Constitution and Bylaws as amended to date.

§2. Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

§3. Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement that may benefit any trustee, director, officer, employee, affiliate, or member of a committee with board-delegated powers.

§4. Fundraising

In addition to membership dues, the Executive Committee can initiate drives to raise funds for the Organization.

§5. Insolvency

In the event the organization becomes insolvent because of insufficient members or unusual circumstances (e.g. pandemic, natural disaster, big accidents involving families of multiple members), it may be unable to provide the funeral costs to the members and their families. In such situation, the organization can be dissolved by a general meeting.

§6. Dissolution

In the event of dissolution of the organization, assets remaining after payment of all liabilities will be transferred to a Muslim cemetery organization in the Capital District. No part of such distribution shall enure to any member of the Organization.