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Articles of Amendment

filed pursuant to §7-90-301, et seq. and §7-130-105 of the Colorado Revised Statutes (C.R.S.)

ID number 19921098428

1. Entity name THE DENVER ISLAMIC SOCIETY
(If changing the name of the corporation, indicate name BEFORE the name change)

2. New Entity name
 (if applicable) _____

3. *(If the following statement applies, adopt the statement by marking the box and include an attachment.)*
 Other amendments are attached.

4. If the nonprofit corporation's period
 of duration as amended is less than
 perpetual, state the date on which the
 period of duration expires _____
(mm/dd/yyyy)

OR

If the nonprofit corporation's period of duration as amended is perpetual, mark this box

5. *(Optional)* Delayed effective date _____
(mm/dd/yyyy)

6. Additional information may be included pursuant to other organic statutes such as title 12, C.R.S. If
 applicable, mark this box and include an attachment stating the additional information.

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Benson Thomas Quentin
(Last) *(First)* *(Middle)* *(Suffix)*

1660 S. Albion Street
(Street name and number or Post Office Box information)

Suite 1100

Denver CO 80222
(City) *(State)* *(Postal/Zip Code)*

United States
(Province – if applicable) *(Country – if not US)*

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**CONSTITUTION OF
THE DENVER ISLAMIC SOCIETY
A NON-PROFIT ORGANIZATION
2000. AMENDMENTS**

**ARTICLE I
Name and Offices**

The name of this non-profit organization is Denver Islamic Society (DIS). The principle office of the organization in the state of Colorado shall be located in the city of Denver, Denver County. The organization may have other offices, either within or without the Denver County, State of Colorado, as the Board of Trustees may determine or as the affairs of the organization may require from time to time.

**ARTICLE II
Aims & Objectives**

The aims and objectives of the organization shall be:

1. To make Islam better understood as a complete way of life, based on the Quran and the *Sunnah*.
2. To promote unity, brotherhood, and cooperation among Muslims.
3. To organize social, cultural, religious, and other activities accordingly.
4. To promote Islamic *da 'wah* with a spirit of good will and friendship between Muslims and non-Muslims.
5. To provide educational facilities to the Muslims community
6. To extend help to newly-arrived Muslims immigrants to settle in Denver, to unemployed members of the Muslim community with necessary directives, and to Muslim students in Denver.
7. To issue publications on Islam.

ARTICLE III
Affiliation

Section 1:

The Organization shall be affiliated with the Islamic Society of North America (ISNA), and the North American Islamic Trust (NAIT).

Section 2:

Real estate purchased or donated to the organization shall be owned by American Islamic Trust (NAIT).

Section 3:

The organization may not undertake any activity that violates the Islamic standards or this constitution. In the case of such violation, the chairman of NAIT send a representative to mediate.

ARTICLE IV
Membership

Section 1:

The organization shall have four categories of members:

- A. Honorary Members: Any outstanding individual interested in the organization and its activities. An honorary member may not vote or hold office. Honorary members will be appointed by the Board of Trustees.
- B. Associate Members: Any Muslim who agrees to obey the Constitution and the generally accepted practices of the organization. Associate members shall neither vote nor hold office.
- C. Regular Members: Any Muslim, who practices Islam as a total way of life, agrees to obey the constitution, is in full agreement with the aims and objectives of the organization, attends its religious activities regularly, and

pays the required dues. The Board of Directors shall give the final discretion in applying the above criteria. It may seek the advice of committees such as a membership committee or a women's committee.

- D. Adjunct Members: Any individual who may not qualify under any of the above- mentioned categories. Adjunct members have no right to vote or hold office in the organization.

Section 2:

Members shall be of legal age (18 years or older), and must complete an application form.

Section 3:

- A. The Board of Directors shall determine from time to time the amount of initiation fee, if any, the required dues of each membership category, and its frequency (monthly, quarterly, annually).
- B. Dues shall be payable in advance by the members.

Section 4:

Each eligible regular member shall be entitled to one (1) vote on each matter submitted to a vote of the members. An eligible member must be a member in good standing for at least one year prior to the voting date. The Board of Trustees may waive this requirement.

Section 5:

The Board of Directors may, after an appropriate hearing and by a majority vote, suspend a member or terminate his membership if it finds that such a member is in violation of the membership requirement or the rules and regulations of the organization or he has acted in a conduct unbecoming or detrimental to the well-being of the Society.

Section 6:

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member of resigning the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 7:

Upon a written request signed by a former member and filed with the Secretary¹ the Board of Directors, by the affirmative vote of two-thirds of its members may reinstate a suspended member on such terms as the Board of Directors may deem appropriate.

ARTICLE V
The Board of Trustees

Section 1:

The authorized number of members of the Board of Trustees of the Organization shall be six. Members of the Board of Trustees must be known Muslims in their respective communities. Members of the Board of Trustees need not be residents of Greater Denver.

Section 2:

Members of the Board of Trustees of the organization will serve for a staggered term of 1 to 5 years. The general body will nominate and elect the first Board of Trustees of the organization there after new members will be added by vote of a majority of two-thirds of the Board of Trustees.

Members of the Board of Trustees shall appoint among themselves as Chairman, Vice Chairman, and Secretary. The chairman shall preside at all meetings of the Board, and the Secretary shall keep the records of the Board of Trustees including a book minutes of all meetings of the Board.

Section 3:

A member of the Board of Trustees may be removed from office by the affirmative vote of five out of six members of the Board of Trustees.

Section 4:

A vacancy in the Board of Trustees caused by expiration of appointment term, death, resignation, disability, or removal of a member shall be filled by the Board of Trustees.

Section 5:

Meetings of the Board of Trustees shall be held no less than three times a year. The Chairman of the Board of Trustees or any other two members may request a special meeting. The President of the Society shall act as a liaison between the Board of Directors and the Board of Trustees

Section 6:

Power of the Board of Trustees shall be as follows:

A. Formulate long term plans, adopt policies and set priorities of the Society.

B. The Board of Trustees shall act as the guardian of the real estate, funds, property real or personal, received, acquired, or earned by the Society, or any venture of the organization. For any transaction exceeding \$10,000.00 by the Board of Directors, written approval by at least 3 members of the Board of Trustees is necessary. The Board of Directors shall initiate and

approve such needed transactions, then send to the Board of Trustees for consideration.

C. The Board of Trustees may maintain separate bank accounts, which shall be operated by the following three officers: The Chairman of the Board of Trustees, The Secretary of the Board Of Trustees, and the Treasurer of the board of Directors. Any withdrawals from the bank account shall require the signature of El least two of the officers mentioned above. The treasurer of the Board of Directors shall have general charge of the financial record and accounts, and shall keep and maintain adequate and connect books of accounts. Showing the receipts and disbursements or the Board of Trustees account.

D. The Board of Trustees shall approve a yearly budget to be presented by the board of directors. All the finds in excess of the approved budget shall be deposited in the Board of Trustees account.

E. The Board of Trustees may review the acts of the Board of Directors and alter any decision made by the Board of Directors. The Board of Trustees may dissolve the Board of Directors and call for a new election. Such decision requires the affirmative vote of four out of six members of the Board of Trustees.

ARTICLE VI

The Board of Directors

Section 1:

The authorized number of directors of the organization shall be 5. Each director of the organization should have been a member of the Society in good standing for at least 1 year prior to the election. The Board of Trustees

may waive this requirement. Regular members who are qualified to be members of the board of directors must possess these qualities:

- A. Must practice Islam as a total way of life in accordance with the Quran and the *Sunnah*.
- B. Be well-known to members of the Organization to have good character, manner, and participate in working for Islam.
- C. Be an active regular member of the Organization.

Section 2:

Directors shall serve for a term of two years. The Board of Trustees appoints two members of the Board of Directors, and the General assembly elects the remaining three (President, Secretary, and Treasurer) the election shall take place at the bi-annual meeting of the general assembly.

Section 3:

- A. A director may be removed from office by the affirmative vote of two-thirds of the general assembly of the Society.
- B. A director may automatically be removed from office if he shall fail to attend three consecutive meetings of the Board of directors without prior notification to the president and for no justifiable reason acceptable to the Board of Directors.

Section 4:

A vacancy in the Board of Directors caused by death, resignation, disability, or removal of a director shall be filled by a majority of the remaining directors if the member was originally elected by the regular members. If an appointed member of the board of directors vacates his position, the Board of Trustees shall appoint another member.

Section 5:

A. Majority of the authorized number of directors shall constitute a quorum for the transaction of business.

B. Regular meetings of the board of directors shall be held at least once every two months. The president of the society or three directors shall call for special meetings of the board.

Section 6:

The directors shall have the following power:

- A. To prescribe powers and duties for officers, agents, and employees in accordance with this constitution.
- B. To conduct, manage, and control the affairs and business of the Society, and to make such rules and regulations all in accordance with the plans, priorities, and policies of the Organization.
- C. To borrow money and incur indebtedness for the purpose of the Society and, for that purpose, to cause to be executed and delivered, in the Society's name, promissory notes, deeds of trust, pledges, or other of debt, and securities for them. However, for any sums in excess of \$5000.00 (a year for the same item) an affirmative vote of at least three directors shall be required. The Board of Directors shall obtain an approval of the Board of Trustees for total indebtedness in excess of 10,000.00
- D. To present to the Board of Trustees a yearly plan with a yearly budget for approval. Any expenditure, which shall exceed \$5,000.00, must be approved by an affirmative vote of at three least directors.
- E. To maintain an account as operational fluids for the Society.
- F. To engage the services of a paid staff as expedient, for the smooth functioning of the Society on such terms and conditions as the

Board deems fit in the circumstances.

ARTICLE VII

Officers

Section 1:

The officers of the Society who are also members of the board of Directors shall be President, Secretary, and Treasurer, each of whom must be chosen by the General assembly. A person may not hold more than one office.

Section 2:

The officers shall be chosen bi-annually. Each officer shall hold his office until he resigns, be removed by the membership, or otherwise disqualified to serve, or until his successor shall be elected and qualified.

Any officer may resign, or may be removed with cause by the general membership at any time. Vacancies caused by death, resignation, or removal of any officer must be filled by appointment by the Board of Directors.

Section 3:

A. The president shall be the executive officer of the society and the Board of Directors, and shall have general supervision of the affairs or the organization. He shall preside at all meetings of members, and at all meetings of the board of directors. At the bi-annual meeting of the general assembly, he shall make a report of the general business of the society during the previous period. The president shall nominate all standing committees in accordance with this constitution, subject to the approval of the Board of Directors, and shall be an ex-office member of all committees.

B. The President shall present a written report to the Board of Trustees once every 6 months about the activities of the Society and performance of the Board of Directors.

C. The President shall select 1 member of the Board of Directors to be the vice-president. The vice-president shall, in the absence or disability of the President, perform all the duties of the President.

Section 4:

The Secretary shall keep at the principle office of the Society a book of minutes of all meetings of the directors and of all members. He shall maintain a membership book for the society showing the name and address of each member. He shall conduct the official correspondence of the Society and shall perform such other duties as may be designed by the Board of Directors.

Section 5:

The Treasurer shall have general charge of the financial records and accounts of the Society, and shall keep and maintain adequate and correct books of accounts showing the receipts and disbursements of the Society, and an account of its cash and other assets.

ARTICLE VIII
Committees

Section 1:

The Board of Directors may appoint regular or ad-hoc committees as necessary. Such committees, however, shall not operate to relieve the Board of Directors, or individual directors, of any responsibility imposed upon him in the constitution.

ARTICLE IX
The General Assembly & The Election

Section 1:

Regular members of the society shall constitute the general assembly.

Section 2:

The General Assembly shall meet bi-annually for election and to conduct other business of the Society. The Board of Directors might call it for a special meeting, die Board of Trustees, or by a written petition of 51% of its regular members.

Section 3:

The quorum for the General Assembly is 50%. *If* quorum is not achieved in the regular bi-annual meeting, then a subsequent meeting shall be called within 2 weeks, which shall constitute a quorum. If no such meeting takes p1ace for any reason, then a special meeting with full quorum shall he required.

Section 4:

Elections shall be held bi-annually in September in order to elect three officers of the board of directors. The first general election of the Board of Directors shall be held in September ~ 993.

Section 5:

The election shall be conducted by an election committee comprising of three regular members appointed by the Board of Directors.

Section 6:

Members of the election committee shall have the right to vote. No member of the election committee may be nominated to serve on the Board of Directors.

Section 7:

The election committee shall seek nominations from regular members of the society.

Section 8:

The election committee shall make every effort to present more than one each office (President, Secretary, and Treasurer). It shall not reject any nominee Board of Directors criteria if nominated by at least five regular members. The Board of Trustees shall submit the names of its two appointed member's two weeks after the general election.

Section 9:

The newly chosen Board of Directors shall assume their responsibilities two weeks following the Election Day.

ARTICLE X
Amendments

Section 1:

Amendments may be initiated by any of the following bodies: General Assembly of the Society the Board of Trustees or the NAIT. However, approval of two of the three bodies is required before an amendment becomes valid.

Section 2:

The general assembly may approve amendments in its regular bi-annual meeting or in a special session in which a quorum is achieved. Amendments require two-thirds majority of the general assembly.

Section 3:

The general assembly should consider amendments presented to it by the other two approving bodies (Board of Trustees and NAIT), the society's board of directors or by petition of 10 regular members.

ARTICLE XI
Judiciary Procedures

Section 1:

Charges of misdemeanor, misuse of funds, fraud, corruption, violation of the constitution, cover-up of such offenses, etc., can be brought against a member or a group of members by a petition signed by at least 10% of total regular members. The petition shall be handed over to the President of the society.

Section 2:

The board of Directors shall meet within two weeks of receipt of the petition in order to set up a panel to hear the charges.

Section 3:

The panel shall consist of at least one member of the Board of Directors and two other members outside the board of directors. At least one member should be knowledgeable in Islamic Shariah. The person(s) against whom charge(s) has (have) been brought does (do) not qualified to be on the panel.

Section 4:

The panel members shall elect or choose among them the Chairman of the panel.

Section 5

The chairman of the panel shall fix the time for the first session of the panel and shall notify, in writing, the panelists at least one week before the scheduled session.

Section 6:

The panel shall conduct its affairs with Islamic law (Shariah). It shall hear the charges and witnesses from both sides and examine all evidence and pass a verdict of guilty or not guilty and determine punitive and/or corrective measures.

Section 7:

The panel shall submit a report of their findings and actions to the general body of the regular members.

ARTICLE XII Irrevocable Dedication

Section 1:

The organization is organized exclusively for charitable and religious purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

Section 2:

Notwithstanding any other provision of these Articles, the Society shall not carry on any other 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation

contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE XIII

Dissolution

Upon the dissolution or winding up of the organization, any surplus assets, after meeting all liabilities, shall be distributed to the North American Islamic Trust, Inc. "NAIT", which is an exempt organization under Section 501(c)(3) of the Internal Revenue Code. In the case that the North American Islamic Trust, Inc. "NAIT" is no longer exempt under Section 501(c)(3) of the Internal Revenue Code or not in existence, first disposal shall be made to one or more of the affiliated organizations which shall have an exempt status under Section 501(c)(3) of the Internal Revenue Code, and then to an Islamic organization organized and operated exclusively for religious purposes under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as the Board of Trustees Shall determine. Any of such assets not shown as disposed of shall be disposed of by the Court of Competent jurisdiction of the County, in which the Principal Office of the Organization is then located, exclusively for such Islamic Organization as said Court shall determine.

ARTICLE XIV
Constitution Adoption & Enforcement

Section 1:

The constitution shall be adopted and enforced after it has been approved by the General Assembly and signed by the Constitution Committee of the society.

Section 2:

Registration in the State of Colorado, opening the accounts, and implementation of other matters as required by the constitution shall be accomplished within three months after the constitution has been adopted.


This constitution has been approved by the general assembly on September 20th, 1992.

This constitution has been amended by the general assembly on April 1999.

This Constitution has been amended by the Board of Trustees and NAIT on June 19, 2000 and presented to the General Assembly.

This Constitution has been amended by the Board Of Trustees and NAIT on July 07, 2000 and presented to the General Assembly.

The Board of Trustees Secretary:


Tayseer Zuaiter