EXHIBIT E

MAR 1 1964
ST. CORP. COMM.
CORP. DIV.

The By-Laws

of

THE NATIONAL SPIRITUAL ASSEMBLY OF THE BAHA'IS OF THE UNITED STATES OF AMERICA UNDER THE HEREDITARY GUARDIANSHIP, INC.

Section I

Membership

The definition of the membership of this Corporation and the rules for the permanent operation of the organization shall be set forth in a "Declaration of Trust" signed by the incorporators of the corporation and reading as follows:

Article I

The name of said Trust shall be the NATIONAL SPIRITUAL ASSEMBLY OF THE BAHA'IS OF THE UNITED STATES OF AMERICA UNDER THE HEREDITARY GUARDIANSHIP, INC.

Article II

Sharing the ideals and assisting the efforts of our fellow Baha'is to establish, uphold and promote the spiritual, educational and humanitarian teachings of human brotherhood, radiant faith, exalted character and selfless love revealed in the lives and utterances of all the Prophets and Messengers of God, Founders of the world's revealed religions--and given renewed creative energy and universal application to the conditions of this age in the life and utterances of Baha'u'llah--we declare the purposes and objects of this Trust to be to administer the affairs of the Cause of Baha'u'llah for the benefit of the Baha'is of the United States according to the principles of Baha'i affiliation and administration

created and established by Baha'u'llah, defined and explained by 'Abdu'l-Baha, and amplified and applied by Shoghi Effendi and his duly constituted successor, Mason Remey, and successors under the provisions of the Will and Testament of 'Abdu'l-Baha.

These purposes are to be realized by means of devotional meetings; by public meetings and conferences of an educational, humanitarian and spiritual character; by the publication of books, magazines and newspapers; by the construction of temples of univer sal worship and of other institutions and edifices for humanitari se vice; by supervising, unifying, promoting and generally admini tering the activities of the Baha'is of the United States in the fulfillment of their religious offices, duties and ideals; and by any other means appropriate to these ends, or any of them.

Other purposes and objects of this Trust are:

a. The right to enter into, make, perform and carry out contracts of every sort and kind for the furtherance of the objects of thisTrust with any person, firm, association, corporation, private, public or municipal or body politic, or any state, territory or colony thereof, or any foreign government; and in this connecti and in all transactions under the terms of this Trust, to do any and all things which a co-partnership or natural person could do or exercise, and which now or hereafter may be authorized by law.

b. To hold and be named as beneficiary, under any trust established by law or otherwise or under any will or other testamentary instrument in connection with any gift, devise, or bequest in which a trust or trusts is or are established in any part of the world as well as in the United States; to receive gifts, devises or bequests of money or other property.

c. All and whatsoever the several purposes and objects set forth in the written utterances of Baha'u'llah, 'Abdu'l-Baha, Shoghi Effendi and Mason Remey, under which certain jurisdiction, powers and rights are granted to National Spiritual Assemblies.

d. Generally to do all things and acts which in the judgment of said Trustees, i.e., the National Spiritual Assembly of the Baha'is of the United States of America Under the Hereditary Guardianship, Inc., are necessary, proper and advantageous to promote the complete and successful administration of this Trust.

Article III

Section 1. All persons, firms, corporations and associations extending credit to, contracting with or having any claim against the Trustees, i.e., the National Spiritual Assembly, and the members thereof, of any character whatsoever, whether legal or equitable and whether arising out of contract or tort, shall look solely to the funds of the Trust and to the property of the Trust estate for payment or indemnity, or for the payment of any debt, damage, judgment or decree or any money that may otherwise become dun or payable from the Trustees, so that neither the Trustees nor any of them, nor any of their officers or agents appointed by them hereunder, nor any beneficiary or beneficiaries herein named shall be personally liable therefor.

Section 2. Every note, bond, proposal, obligation or contract in writing or other agreement or instrument made or given under this Trust shall be explicitly executed by the National Spiritual Assembly, as Trustees by their duly authorized officers or agents.

Article IV

The Trustees, i.e., the National Spiritual Assembly, shall adopt for the conduct of the affairs entrusted to them under this Declaration of Trust, such by-laws, rules of procedure or regulations as are required to define and carry on its own administrative functions and those of the several local and other elements composing the body of the Baha'is of the United States not inconsistent with the terms of this instrument and all in accordance with the explicit instructions given us to date by Shoghi Effendi and Mason Remey, Guardians of the Cause of Baha'u'llah, which instructions are already known to the Baha'is of the United States and accepted by them in the government and practice of their religious affairs.

Article V

The central office of this Trust shall be located in the City

of Santa Fe, State of New Mexico, United States of America.

Article VI

The seal of this Trust shall be circular in form, bearing the following description:

National Spiritual Assembly of the Baha'is of the United States of America Under the Hereditary Guardianship, Inc.

Article VII

This Declaration of Trust may be amended by majority vote of the National Spiritual Assembly of the Baha'is of the United States of America Under the Hereditary Guardianship, Inc., at any special meeting duly called for that purpose, provided that at least thirty (30) days prior to the date fixed for said meeting a copy of the proposed amendment or amendments is mailed to each member of the Assembly by the Secretary.

Article VIII

The National Spiritual Assembly, in the fulfillment of its sacred duties under this Trust, shall have exclusive jurisdiction and authority over all the activities and affairs of the Baha'i Cause throughout the United States, including paramount authority in the administration of this Trust. It shall endeavor to stimulate, unify and coordinate the manifold activities of the local Spiritual Assemblies (hereinafter defined) and of individual Baha'is in the United States and by all possible means assist them to promote the oneness of mankind. It shall be charged with the recognition of such local Assemblies, the scrutiny of all membership rolls, the calling of the Annual Meeting or special meetings and the seating of delegates to the Annual Meeting and their apportionment among the various electoral districts. It shall appoint

all national Baha'i committees and shall supervise the publication and distribution of Baha'i literature, the reviewing of all writings pertaining to the Baha'i Cause, the construction and administration of the Mashriqu'l-Adhkar and its accessory activities, and the collection and disbursement of all funds for the carrying on of this Trust. It shall decide whether any matter lies within its own jurisdiction or within the jurisdiction of any local Spiritual Assembly. It shall, in such cases as it considers suitable and necessary, entertain appeals from the decisions of local Spiritual Assemblies and shall have the right of final decision in all cases where the qualification of an individual or group for continued voting rights and membership in the Baha'i body is in question. It shall furthermore represent the Baha'is of the United States in all their cooperative and spiritual activities with the Baha'is of other lands, and shall constitute the sole electoral body of the United States in the formation of the Universal House of Justice provided for in the Sacred Writings of the Baha'i Cause. Above all, the National Spiritual Assembly shall ever seek to attain that station of unity in devotion to the Revelation of Baha'u'llah which will attract the confirmations of the Holy Spirit and enable the Assembly to serve the founding of the Most Great Peace. In all its deliberation and action the National Assembly shall have constantly before it as Divine guide and standard the utterance of Baha'u'llah:--

> "It behooveth them (i.e., Spiritual Assemblies) to be the trusted ones of the Merciful among men and to consider themselves as the guardians appointed of God for all that dwell on earth. It is incumbent upon them to take counsel together and to have regard for the interests of the servants of God, for His sake, even as they regard their own interests, and to choose that which is meet and seemly."

Article IX

The Baha'is of the United States, for whose benefit this Trust is maintained, shall consist of all persons resident in the several States, Territories or Federal Districts of the United

States who are accepted by the National Spiritual Assembly as fulfilling the requirements of membership in the Baha'i Community under the following qualifications set forth by the Guardian of the Faith:

a. Full recognition of the station of the Bab as Forerunner, of Baha'u'llah as Author and of 'Abdu'l-Baha as True Exemplar of the Baha'i religion; unreserved acceptance of, and submission to whatsoever has been revealed by their Pen; loyal and steadfast adherence to every clause of "Abdu'l-Baha's sacred Will; and close association with the spirit as well as the form of Baha'i Administration throughout the world.

b. Attainment of the age of 21 years.

c. Declaration of faith to, and enrollment by, the local Spiritual Assembly if resident in the area of jurisdiction of any local Assembly recognized by the National Spiritual Assembly.

d. Declaration of faith to the National Spiritual Assembly on the membership form provided for those residing outside any such area of local Baha'i jurisdiction.

Article X

The National Assembly shall consist of nine members chosen from among the Baha'is of the United States, who shall be elected by the said Baha'is in manner hereinafter provided, and who shall continue in office for the period of one year, or until their successors shall be elected.

Article XI

The officers of the National Spiritual Assembly shall consist of a Chairman, Vice-Chairman, Secretary and Treasurer, and such other officers as may be found necessary for the proper conduct of its affairs. The officers shall be elected by a majority vote of the Assembly taken by secret ballot.

Article XII

The first meeting of a newly-elected National Assembly shall be called by the member elected to membership by the highest number of votes or, in case two or more members have received the

same said highest number of votes, then by the member selected by lot from among those members; and this member shall preside until the permanent Chairman shall be chosen. All subsequent meetings shall be called by the Secretary of the Assembly at the request of the Chairman or, in his absence or incapacity, of the Vice-Chairman, or of any three members of the Assembly; provided, however, that the Annual Meeting of the Assembly shall be held at a time and place to be fixed by a majority vote of the Assembly, as hereinafter provided.

Article XIII

Five members of the National Assembly present at a meeting shall constitute a quorum, and a majority vote of those present and constituting a quorum shall be sufficient for the conduct of business, except as otherwise provided in these By-Laws, and with due regard to the principle of unity and cordial fellowship involved in the institution of a Spiritual Assembly. The transactions and decisions of the National Assembly shall be recorded at each meeting by the Secretary, who shall supply copies of the minutes to the Assembly members after each meeting, and preserve the minutes in the official records of the Assembly.

Article XIV

Whenever in any locality of the United States, be in municipality, township or county, the number of Baha'is resident therein recognized by the National Spiritual Assembly exceeds nine, these may on April 21st of any year convene and elect by plurality vote a local administrative body of nine members, to be known as the Spiritual Assembly of the Baha'is of that community. Every such Spiritual Assembly shall be elected annually thereafter upon each successive 21st day of April. The members shall hold office for the term of one year and until their successors are elected and qualified.

When, however, the number of Baha'is in any authorized civil area is exactly nine, these may on April 21st of any year, or in successive years, constitute themselves the local Spiritual Assembly by joint declaration. Upon the recording of such declaration by the Secretary of the National Spiritual Assembly, said body of nine shall become established with the rights, privileges and duties of a local Spiritual Assembly as set forth in this instrument.

Section 1. Each newly-elected local Spiritual Assembly shall at once proceed in the manner indicated in Articles XI and XII of these By-Laws to the election of its officers, who shall consist of a Chairman, Vice-Chairman, Secretary and Treasurer, and such other officers as the Assembly finds necessary for the conduct of its business and the fulfillment of its spiritual duties. Immediately thereafter the Secretary chosen shall transmit to the Secretary of the National Assembly the names of the members of the newly-elected Assembly and a list of its officers.

Section 2. The general powers and duties of a local Spiritual Assembly shall be as set forth in the writings of Baha'u'llah, 'Abdu'l-Baha and Shoghi Effendi, and Mason Remey.

Section 3. Among its more specific duties, a local Spiritual Assembly shall have full jurisdiction of all Baha'i activities and affairs within the local community, subject, however, to the exclusive and paramount authority of the National Spiritual Assembly as defined herein.

Section 4. Vacancies in the membership of a local Spiritual Assembly shall be filled by election at a special meeting of the local Baha'i community duly called for that purpose by the Assembly. In the event that the number of vacancies exceeds four, making a quorum of the local Assembly impossible, the election shall be held under the supervision of the National Spiritual Assembly.

Section 5. The business of the local Assembly shall be conducted in like manner as provided for the deliberations of the National Assembly in Article XIII above.

Section 6. The local Assembly shall pass upon and approve the qualifications of each member of the Baha'i community before such members shall be admitted to voting membership; but where an individual is dissatisfied with the ruling of the local Spiritual Assembly upon his Baha'i qualifications, such individual may appeal from the ruling to the National Assembly, which shall thereupon take jurisdiction of and finally decide the case.

Section 7. On or before the 1st day of November of each year the Secretary of each local Assembly shall send to the Secretary of the National Assembly a duly certified list of the voting members of the local Baha'i community for the information and approval of the National Assembly.

Section 8. All matters arising within a local Baha'i community which are of purely local interest and do not affect the national interests of the Cause shall be under the primary jurisdiction of the Spiritual Assembly of that locality; but decision whether a particular matter involves the interest and welfare of the national Baha'i body shall rest with the National Spiritual Assembly.

Section 9. Any member of a local Baha'i community may appeal from a decision of his Spiritual Assembly to the National Assembly which shall determine whether it shall take jurisdiction of the matter or leave it to the local Spiritual Assembly for reconsideration. In the event that the National Assembly assumes jurisdiction of the matter, its finding shall be final.

Section 10. Where any dissension exists within a local Baha'i community of such character that it cannot be remedied by the efforts of the local Spiritual Assembly, this condition shall be referred by the Spiritual Assembly for consideration to the National Spiritual Assembly, whose action in the matter shall be final.

Section 11. All questions arising between two or more local Spiritual Assembly, or between members of different Baha'i communities, shall be submitted in the first instance to the National Assembly, which shall have original and final jurisdiction in all such matters.

Section 12. The sphere of jurisdiction of a local Spiritual Assembly, with respect to residential qualification of membership, and voting rights of a believer in any Baha'i community, shall be the locality included within the civil limits of the municipality, township or county.

All differences of opinion concerning the sphere of jurisdiction of any local Spiritual Assembly or concerning the affiliation of any Baha'i or group of Baha'is in the United States shall be referred to the National Spiritual Assembly, whose decision in the matter shall be final.

Article XV

The members of the National Spiritual Assembly shall be elected at an annual meeting to be knows as the National Convention of the Baha'is of the United States. This Convention shall be held at a time and place to be fixed by the National Assembly. The National Convention shall be composed jointly of representatives chosen by the Baha'is of each State, Territory or Federal District under the principle of proportionate representation, and the members of the National Spiritual Assembly.

Notice of the annual meeting shall be given by the National Assembly sixty days in advance in the Convention Call which sets forth the number of delegates assigned to the various electoral units in proportion to the number of Baha'is resident in each such unit, to a total number of twenty-five delegates for the Baha'is of the United States.

Section 1. All delegates to the Convention shall be elected by plurality vote. Baha'is who for illness or other unavoidable reasons are unable to be present at the election in person shall have the right to transmit their ballots to the meeting by mail. The meeting held in each State, Territory or Federal District for the election of delegates shall be called by the National Spiritual Assembly and conducted by the Baha'is present under whatever procedure may be uniformly laid down by said body. Immediately after the meeting a certified report of the election containing the name and address of each delegate shall be transmitted to the National Spiritual Assembly.

Section 2. All delegates to be seated at the Convention must be recognized Baha'is and residents of the State, Territory or Federal District represented by them.

Section 3. The rights and privileges of a delegate may not be assigned nor may they be exercised by proxy.

Section 4. The recognition and seating of delegates to the National Convention shall be vested in the National Spiritual Assembly.

Section 5. Delegates unable to be present in person at the Convention shall have the right to transmit their ballots for election of the members of the National Assembly under whatever procedure is adopted by the National body.

Section 6. If in any year the National Spiritual Assembly shall consider that it is impracticable or unwise to assemble together the delegates to the National Convention, the said Assembly shall provide ways and means by which the annual election and the other essential business of the Convention may be conducted by mail.

Section 7. The presiding officer of the National Spiritual Assembly present at the Convention shall call together the delegates, who after roll call shall proceed to the permanent organization of the meeting, electing by ballot a chairman, a secretary and such other officers as are necessary for the proper conduct of the business of the Convention.

Section 8. The principal business of the annual meeting shall be consultation on Baha'i activities, plans and policies, and the election of the nine members of the National Spiritual Assembly. Members of the National Assembly, whether or not elected delegates may take a full part in the consultation and discussion but only delegates may participate in the election of Convention officers or in the annual election of the members of the national body. All action by the delegates, other than the organization of the Convention, the transmission of messages to the Guardian and the election of the National Assembly, shall constitute advice and recommendation for consideration by the said Assembly, final

decision on all matters concerning the affairs of the Baha'i Faith in the United States being vested solely in that body.

Section 9. The general order of business to be taken up at the Annual Convention shall be prepared by the National Spiritual Assembly in the form of an agendy, but any matter pertaining to the Baha'i Faith introduced by any of the delegates may upon motion and vote be taken up as part of the Convention deliberations.

Section 10. The election of the members of the National Spiritual Assembly shall be by plurality vote of the delegates recognized by the outgoing National Spiritual Assembly, i.e., the members elected shall be the nine persons receiving the greatest number of votes on the first ballot cast by delegates present at the Convention and delegates whose ballot has been transmitted to the Secretary of the National Spiritual Assembly by mail. In case, by reason of a tie vote or votes, the full membership is not determined on the first ballot, then one or more additional ballots shall be taken on the persons tied until all nine members are elected.

Section 11. All official business transacted at the National Convention shall be recorded and preserved in the records of the National Assembly.

Section 12. Vacancies in the membership of the National Spiritual Assembly shall be filled by a plurality vote of the delegates composing the Convention which elected the Assembly, the ballot to be taken by correspondence or in any other manner decided upon by the National Spiritual Assembly.

Article XVI

Where the National Spiritual Assembly has been given in these By-Laws exclusive and final jurisdiction, and paramount executive authority, in all matters pertaining to the activities and affairs of the Baha'i Cause in the United States, it is understood that any decision made or action taken upon such matters shall be subject in every instance to ultimate review and approval by the Guardian of the Cause or the Universal House of Justice.

Article XVII

Whatever functions and powers are not specifically attributed to local Spiritual Assemblies in these By-Laws shall be considered vested in the National Spiritual Assembly, which body is authorized to delegate such discretionary functions and powers as it deems necessary and advisable to the local Spiritual Assemblies within its jurisdiction.

Article XVIII

In order to preserve the spiritual character and purpose of Baha'i elections, the practice of nominations or any other electoral method detrimental to a silent and prayerful election shall not prevail, so that each elector may vote for none but those whom prayer and reflection have inspired him to uphold.

Among the most outstanding and sacred duties incumbent upon those who have been called upon to initiate, direct and coordinate the affairs of the Cause as members of local or national Spiritual Assemblies are: --

To win by every means in their power the confidence and affection of those whom it is their privilege to serve; to investigate and acquaint themselves with the considered views, the prevailing sentiments and the personal convictions of those whose welfare it is their solemn obligation to promote; to purve their deliberations and the general conduct of their affairs of self-contained aloofness, the suspicion of secrecy, the stifling atmosphere of dictatorial assertiveness and of every word and deed that may savor of partiality, self-centeredness and prejudice; and while retaining the sacred right of final decision in their hands, to invite discussion, ventilate grievances, welcome advice, and foster the sense of inter-dependence and co-partnership, of understanding and mutual confidence between themselves and all other Baha'is.

Article XIX

These By-Laws may be amended by majority vote of the National Spiritual Assembly at any of its regular or special meetings, provided that at least fourteen days prior to the date fixed for the said meeting a copy of the proposed amendment or amendments is mailed to each member of the Assembly by the Secretary.