

Bylaws & Constitution

of the
West Valley Muslim Association

Version 1.1
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Contents

Article I –	Name and Definitions	3
Article II –	Aims and Purposes.....	3
Article III –	Affiliation.....	4
Article IV –	Membership.....	4
Article V –	Board of Trustees.....	5
Article VI –	Board of Directors.....	9
Article VII –	Youth Apprentice Board.....	13
Article VIII –	Functional Committees	15
Article IX –	Ad Hoc Committees	16
Article X –	Service Institutions.....	17
Article XI –	Meetings	18
Article XII –	Elections	19
Article XIII –	Finance	21
Article XIV –	Judiciary Procedures	22
Article XV –	Dissolution.....	23
Article XVI –	Amendments.....	24
Article XVII –	Constitution Adoption, Interpretation, and Enforcement.....	24
Article XVIII –	Conflict of Interest.....	25
Article XIX –	Loans to Board Members and Officers	26
Article XX –	Indemnification	26
Article XXI –	Insurance	26
Article XXII –	Maintenance of Corporate Records.....	27
Article XXIII –	Accounting Records and Minutes	27
Article XXIV –	Maintenance and Inspection of Articles and Bylaws	27
Article XXV –	Board Members Rights to Inspect.....	27
Article XXVI –	Fiscal Year	27
Article XXVII –	Annual Report.....	28
Article XXVIII –	Annual Statement of Certain Transactions and Indemnifications	28
Article XXIX –	Amendments of Articles of Incorporation	29

Constitution of the West Valley Muslim Association

Whereas we, the Muslims of the West Valley (Saratoga, Cupertino and nearby cities) area, recognize Islam as a total way of life and have pledged to endeavor practicing it as such, we do hereby adopt and give to ourselves this constitution which is formulated in accordance with Quran and Sunnah, and pledge to abide by its provisions, Insha'Allah.

Article I – Name and Definitions

Section 1.

The organization shall be called West Valley Muslim Association, herein after called the Association.

Section 2.

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

Article II – Aims and Purposes

Section 1.

The aims and purposes of the Association shall be to serve Muslims in the West Valley (Saratoga, Cupertino and nearby areas) area so as to enable them to adopt Islam as a complete way of life. The fundamental purpose of the Association shall be to encourage and to enable Muslims to acquire the basic knowledge and competence in Islam in order to contribute individually and collectively towards meeting human needs in conformity with Islamic doctrines and beliefs. It shall also be the purpose of the Association to create a feeling of brotherhood and to avoid any wrong practices in Islam. Towards this end, it shall:

1. Arrange and hold congregational prayers and Islamic religious festivals at appropriate times;
2. Promote unity and cooperation among Muslims;
3. Endeavor to make Islamic teachings known to interested people of other faiths;
4. Conduct religious, educational, social, cultural, and other activities in the best traditions of Islam;
5. Promote better relations between Muslims and people of other faiths.

Section 2.

The Association shall maintain one or more places of worship (Masjid).

Section 3.

The Association shall maintain an office on one of the properties occupied or owned by the Association.

Section 4.

The Association shall be a religious, non-profit, and non-political organization and shall comply with all local, state and federal laws. This corporation's assets are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Article III – Affiliation

Section 1.

The Association shall be an independent organization and shall not be affiliated with any other organization. After conducting satisfactory due diligence and insulating the Association from commingling of funds, the Association may work with other organizations in order to further its aims and purposes so long as those organizations are in compliance with all local, state and federal laws. Working with other organizations may include joint programs, activities and agreements to share resources and facilities.

Article IV – Membership

Section 1.

The membership of the Association shall consist of members who wish to abide by this constitution and satisfy the membership requirements specified in Sections 2, 3, 4, 5, and 6 of this Article.

Section 2.

An applicant or renewing member shall testify in the basic beliefs of Islamic faith specifically:

1. Belief in Allah (SWT);
2. Belief in Muhammad (PBUH) as the last of the prophets;
3. Belief in the Books of Allah (SWT);
4. Belief in the angels;
5. Belief in the Day of Judgment;

6. Belief in Kadaa and Quadr.

Section 3.

A person who belongs to a group, which has deviated from the specified Islamic beliefs such as Quadianis, Druze, Bahais, Ahmadiyyehs, and Ismailis shall not be members of the Association.

Section 4.

A member must be at least 18 years old.

Section 5.

A member must be a resident of the cities of Saratoga, Cupertino, Sunnyvale, Campbell, Los Altos, Los Gatos, Monte Sereno, West San Jose (west of Highway 87 and south of El Camino Real / The Alameda), Los Altos Hills, Mountain View, Santa Clara (South of El Camino Real / The Alameda), Palo Alto, Menlo Park, Atherton, Woodside and Portola Valley. (ZIP CODES: 94022, 94035, 94039, 94040, 94043, 94301, 94302, 94303, 94304, 94305, 94306, 94309, 94027, 94025, 94026, 94027, 94028, 94029, 94061, 94062, 94028, 95051(P), 95050(P), 95053, 95128, 95126(P), 95125(P), 95124, 95118, 95136(P), 95120(P), 95123(P) - P denotes partial zip code).

Section 6.

An applicant or a renewing member must pay the membership dues set by the Board of Directors to become or to continue being a member.

Section 7.

The membership year is one Hijri year, from the first of Shawwal to the end of Ramadan of the following year. Membership is renewable.

Section 8.

Withdrawal from membership may be voluntary or may be decreed by a majority vote of the Board of Directors for failure to continue to meet the qualifications stated in Article IV Sections 2, 3, 5, and 6.

Section 9.

A person whose membership has been revoked for failure to meet the qualifications stated in Article IV Section 2 and 3 can only be reinstated by testifying to his/her beliefs in front of the Board of Directors. A person whose membership has been terminated for failure to meet the qualifications stated in Article IV Sections 5 and 6 can be reinstated by applying for membership and paying the required dues.

Article V – Board of Trustees

Section 1.

The Board of Trustees (Trust) shall be the governing board of the association. Additionally, the

Board of Trustees shall be responsible for acquiring, purchasing or renting real estate properties of the Association, and handling the legal, tax and insurance matters of the Association.

Section 2.

The Board of Trustees individually and collectively, shall be responsible for the governing of the Association including:

1. Defining and consolidating the long-term plan and vision, considering input from the other boards;
2. Prioritizing of the Association's goals and functions;
3. Budget approval and allocation as per the long-term plan and vision;
4. Conflict prevention and facilitation of conflict resolution;
5. Interpreting the Constitution;
6. Ensuring legal and financial compliance with all state and federal laws and regulations;
7. Contingency planning;

The Board of Trustees shall not get involved in the day-to-day operations of the Association.

Additionally, the Board of Trustees individually and collectively, shall endeavor to implement the acquisition and growth of the operational and investment facilities and capital assets to support the aims and purposes of the Association as set forth in Article II Section 1. Towards this end they shall be responsible for:

1. Raise funds for all Association activities;
2. Growing the facilities for community use as follows:
 - a. Defining a long term plan for the Association's facilities
 - b. Acquiring, leasing, improving and expanding facilities for use by the community as Masajid, education and social service facilities;
3. Investing the Association's funds for the benefit of the Association as follows:
 - a. Establishing and managing real estate portfolios for investment purposes;
 - b. Establishing and managing financial portfolios for investment purposes;
 - c. Establishing Foundations and Endowments to grow the financial assets of the Association including exercising the option to create separate corporate entities for any of them;
4. Taxes, insurance, and legal matters pertaining to the Association.

Section 3.

The Board of Trustees shall not have a budget or accounts of its own; its budget and expenses will be borne by the accounts maintained and operated by the Board of Directors.

Section 4.

The Board of Trustees shall consist of the President and four, six or eight members. These will be elected positions and will not receive any remuneration. The President will be elected in odd Hijri years to serve a term of two years. The other Trust members shall each serve a term of two years, with half of the members being elected every year coincident with the annual election.

Section 5.

The Trust members shall choose a Secretary of the organization from among themselves.

Section 6.

In the event any of the Trust positions are vacated including that of the President, the remaining Trust members shall appoint a replacement Trust member to serve until the next annual election at which point a new member will be elected to serve the remainder of the term.

Section 7.

A member of the Trust must meet the following qualifications:

1. Be adult, practicing Muslim known for their Islamic manners and morals in the community and organization dealings;
2. Be a regular attendee to the Masjid and regular participant in Masjid activities;
3. Be committed to supporting the Association financially;
4. Satisfy the membership requirements as outlined in Article XI Section 13;
5. Not be an active position seeker;
6. Be committed to avoiding kabair as defined in the following hadith:
The Prophet (PBUH) said "Avoid the deadly seven." The companions said "Oh Prophet of Allah, what are they?" He replied "Shirk (associating others with Allah), magic, killing without just cause, eating of ribah (interest), eating the money of orphans, desertion from the battlefield, and accusing innocent women of adultery."

Section 8.

The President is the head of the Association and shall be responsible for:

1. The general management of all the activities of the Association;
2. Directing and coordinating of all the activities so as to achieve the purpose of the Association;
3. Calling and presiding over meetings of the Board of Trustees, Board of Directors and the General Body;
4. Appointing members of Functional and Ad Hoc committees with approval of the Board of Trustees or the Board of Directors;
5. Controlling funds and expenses of the Association as defined in Article XII;
6. Presenting reports on the state of the Association at the general body and communication meetings, in the Association's newsletter and its other publications;
7. Being the spokesperson, representative and correspondent for the Association in external activities;
8. Establishing efficient links between the Association and other national and local Muslim organizations.

Section 9.

The Secretary shall be responsible for:

1. Preparing, circulating and maintaining the minutes of all Board of Trustees meetings; (minutes should be circulated within 14 days of the relevant meeting)
2. Preparing, posting, and circulating the agenda for the Board of Trustees meetings;
3. Maintain all official records and documents of the Trust;

4. Presiding over the Board of Trustees meetings when the President is absent;
5. Presenting the minutes of previous Board of Trustees meetings for approval and posting of approved meeting minutes;
6. Managing the legal matters of the Association
7. Performing any other responsibility delegated by the President.

Section 10.

The undesignated Trust members shall share in the responsibility of governing the Association by taking responsibilities designated by the President, including, but not limited to the following:

1. Managing the real estate (rental and owned) properties of the Association;
2. Managing the investment activities of the Association;
3. Working with the city, county, state and federal authorities on issues such as permits, licenses, taxes, non-profit status and other government matters;
4. Managing the legal and insurance responsibilities of the Association;
5. Liaison with other local and national organizations;
6. Keeping the Association registered in the State of California and reporting to all relevant government agencies; and
7. Any other responsibility delegated by the President.

Section 11.

All decisions of the Board of Trustees require approval by at least three Trust members.

Section 12.

All meetings of the Board of Trustees must be open to the members of the Association to attend as observers, except portions of the meetings that deal with personnel matters of employees. All board members must attend the meeting in person.

Section 13.

A Trust member may be immediately removed from the Board of Trustees, or from office held within the board by a unanimous vote of all other members of the Board. A special meeting of the Board must be called with a week's notice for this purpose and the motion of removal must include the reason for dismissal. This meeting must be announced to the members of the association a week in advance and must be open for them to attend as observers.

Section 14.

The Board of Trustees shall meet at least once every quarter at such a time and place as is most suitable to most of the committee members.

Section 15.

The President may call a Board of Trustees meeting in addition to the regular quarterly meeting whenever necessary.

Section 16.

An emergency meeting of the Board of Trustees may be requested in writing by at least two of the Board of Trustees members. Such a meeting shall be held within one week after the written request is presented to the President or the member presiding in his absence.

Section 17.

The presence of half of the members of the Board of Trustees shall constitute a quorum for a Board of Trustees meeting.

Section 18.

The decision on each and every matter in the Board of Trustees meeting shall be reached in a parliamentary way with each member of the Board of Trustees present voting on the matter. The President may veto a decision made by a simple majority. However 2/3 majority of the members present can override any presidential veto. The members not attending the meeting shall not be able to vote on any issue that arises during that meeting. All decisions of the Board of Trustees require approval by at least three Trust members.

Section 19.

A printed copy of all meeting minutes of the Board of Trustees shall be physically posted on a bulletin board in the facility(ies) within seven (7) days of the meeting for at least a period of one month.

Article VI – Board of Directors

Section 1.

The Board of Directors shall be responsible for all day-to-day operations of the Association. The Board of Directors shall report to the Board of Trustees of the Association through the President of the Association.

Section 2.

All the members of the Board of Directors, individually and collectively, shall endeavor to implement the aims and purposes of the Association as outlined in Article II Section 1. Towards this end they shall:

1. Define internal and external policies for the Association in accordance with the generally accepted Islamic principles and this constitution;
2. Determine usage and manage the operational facilities of the Association, including their day-to-day maintenance;
3. Manage the temporary leasing and rental of the operational facilities of the Association, maximizing the aims and purposes of the Association;
4. Assist the Board of Trustees in raising funds for the Association;
5. Appoint full time or part time staff and supervise their work;
6. Maintain the office of the Association;

7. Ensure that regular prayers and Islamic educational activities are held for all members of the Association;
8. Abide by all Board of Directors decisions,

Section 3.

The Board of Directors shall consist of a President and six members elected at large. These will be elected positions and will not receive any remuneration. The six members elected at large shall be assigned the position of Vice President & Secretary, Treasurer, Da'wah Secretary, Social Secretary, Youth Secretary and Communications Secretary by the Board of Directors.

Section 4.

The term of office for each position on the Board of Directors is two Hijri years. Three members at large are elected at the beginning of each Hijri year.

Section 5.

The qualifications of the Board of Directors members shall be the same as the qualifications of the Board of Trustees members described in Article V Section 7. Except for the President, a person cannot simultaneously be a member of the Board of Directors and the Board of Trustees.

Section 6.

The Vice President & Secretary shall be responsible for;

1. Carrying out the management of the activities in the Association in the absence of the President;
2. Establishing, monitoring, designating responsibilities to and communicating regularly with a Women's Committee and reporting back to the Board of Directors on its needs;
3. Assisting the President in accomplishing the purposes of the Association;
4. Temporarily assuming the functions of the President when requested;
5. Managing the operational facilities of the Association;
6. Preparing, circulating and maintaining the minutes of all Board of Directors and General Body meetings; (minutes should be circulated within 14 days of the relevant meeting)
7. Preparing, posting, and circulating the agenda for the Board of Directors and General Body meetings;
8. Maintain all official records and documents of the Board of Directors;
9. Presenting the minutes of previous Board of Directors and General Body meetings for approval by the Board of Directors and posting of approved Board of Directors decisions;
10. Maintaining the list of Association members,
11. Managing the Human Resources functions of the Association;
12. Performing any other responsibility delegated by the President.

Section 7.

The Treasurer shall be responsible for:

1. Maintaining the record of all the financial transactions of the Association;
2. Systematic up-keep of books by recording contributions, disbursements, receipts, and banking reconciliations;
3. Management of the collection and deposit of all funds received on behalf of the Association in its financial accounts;
4. Countersigning all withdrawal checks on behalf of the Board of Directors in accordance with Article XII;
5. Preparing the annual budget of the Board of Directors for the following administrative year;
6. Presenting before the Board of Directors and Board of Trustees a monthly report on the status of the Association's financial affairs;
7. Preparing and filing any and all applicable sales, employer and other such tax returns; and
8. Performing any other responsibility delegated by the President.

Section 8.

The Da'wah secretary shall be responsible for:

1. Organizing regular Quranic studies sessions;
2. Organizing lectures, classes and seminars to introduce Islam to non-Muslims;
3. Organizing lectures, classes and seminars to increase Islamic awareness among Muslims;
4. Arranging da'wah programs at schools, colleges and universities in the San Francisco Bay Area;
5. Organizing da'wah presentations for any media outlets;
6. Chair the Da'wah Committee;
7. Conduction da'wah activities specifically for the youth;
8. Determining the prayer timings and coordinating the Khutbah committee; and
9. Performing any other responsibility delegated by the President.

Section 9.

The Social Secretary shall be responsible for:

1. Directing and supervising all arrangements for celebration of religious festivals and social programs such as picnics, dinners, lectures, etc.;
2. Informing members about the time, place, and details of the festivals and social events through the Communications Secretary;
3. Establishing, monitoring, designating responsibilities to and communicating regularly with the Seniors Committee and reporting back to the Board of Directors on its needs;
4. Performing any other responsibility delegated by the President.

Section 10.

The Communications Secretary will be the head of the media and publication activities of the Association and shall be responsible for creating and disseminating educational and informative articles that further the aims and purposes of the Association as follows;

1. Circulating the Association's publications;

2. Editing and publishing literature on behalf of the Association;
3. Sending copies of each major publication to appropriate organizations;
4. Use the latest technology to disseminate information regarding the Association;
5. Prepare and disseminate information regarding the direction, activities, history and aims and purposes of the Association;
6. Establishing relationships with various media outlets, proactively disseminating information regarding Islam and the Association's activities to the local community through opinion editorials, articles and broadcast programs; and
7. Performing any other responsibility delegated by the President.

Section 11.

The Youth Secretary shall be responsible for:

1. Organizing regular youth activities and study sessions;
2. Organizing lectures, classes and seminars to increase Islamic awareness among Muslims;
3. Helping youth develop leadership skills;
4. Bringing youth related issues to the attention of the board;
5. Involving youth in activities with focus on volunteerism and contribution to the community at-large.
6. Coordinating activities with other youth at schools, colleges and universities in the local area;
7. Chair the Youth Committee; and
8. Performing any other responsibility delegated by the President.

Section 12.

In the event of a vacancy among the members, the Board of Trustees shall fill the vacancy from among members of the Association. The replacement member will serve until the next election, at which time a replacement will be elected for the remainder of the term. The replacement member must meet the requirements set forth in Article V Section 7.

Section 13.

All meetings of the Board of Directors must be open to the members of the Association to attend as observers, except portions of the meetings that deal with personnel matters of employees. All board members must attend the meeting in person.

Section 14.

A member of the Board of Directors may be immediately removed from the board by a unanimous vote of the Board of Trustees. A special meeting of the Board of Trustees must be called with a week's notice for this purpose and the motion of removal must include the reason for dismissal. This meeting must be announced to the members of the association a week in advance and must be open for them to attend as observers.

Section 15.

The Board of Directors shall meet at least once every month at such a time and place as is most suitable to most of the committee members.

Section 16.

The President may call a Board of Directors meeting in addition to the regular monthly meeting whenever necessary. A joint board meeting with the Board of Trustees may also be called to discuss future plans and issues of importance.

Section 17.

An emergency meeting of the Board of Directors may be requested in writing by at least one third of the Board of Directors members. Such a meeting shall be held within one week after the written request is presented to the President or the member presiding in his absence.

Section 18.

The presence of half of the members of the Board of Directors shall constitute a quorum for a Board of Directors meeting.

Section 19.

The decision on each and every matter in the Board of Directors meeting shall be reached in a parliamentary way with each member of the Board of Directors present voting on the matter. The President may veto a decision made by a simple majority. However 2/3 majority of the members present can override any presidential veto. The members not attending the meeting shall not be able to vote on any issue that arises during that meeting. All decisions of the Board of Directors require approval by at least four Board of Directors members.

Section 20.

A printed copy of all meeting minutes of the Board of Directors shall be physically posted on a bulletin board in the facility(ies) within seven (7) days of the meeting for at least a period of one month.

Article VII – Youth Apprentice Board

Section 1.

The Board of Directors are strongly encouraged to form a Youth Apprentice Board made up of selected or elected high school youth to involve them in the association and train them in managing the activities of the association. Each member of the Youth Board will be an apprentice to a designated member of the Board of Directors. This designated member will act as a mentor of the youth board member.

Section 2.

All the members of the Youth Apprentice Board, individually and collectively, shall endeavor to implement the aims and purposes of the Association as outlined in Article II Section 1. The Youth Board members will advise, help and work with the Board of Directors on all aspects of the organization, including but not limited to the youth activities.

Section 3.

The Youth Apprentice Board shall consist of a five members selected or elected at large. These positions will not receive any remuneration. The Board of Directors shall assign the five members selected or elected at large to the position of Secretary, Treasurer, Da'wah Secretary, Social Secretary, or Communications Secretary.

Section 4.

The term of office for each position on the Youth Board is one Hijri year. All members of the board will be selected or elected at the beginning of each Hijri year.

Section 5.

The members of the Youth Apprentice Board cannot simultaneously be on the Board of Directors or the Board of Trustees.

Section 6.

In the event of a vacancy among the members, the Board of Directors shall fill the vacancy from among youth of the Association. The replacement member will serve until the remainder of the term.

Section 7.

The Youth Apprentice Board members will participate in all meetings of the Board of Directors as active members, except portions of the meetings that deal with personnel matters of employees. The Youth Apprentice Board members will not have a vote in decision making. They will help their mentor in decision making and execution of the tasks assigned to the Board of Director member. The mentor will in turn involve them in all aspects of decision making and work to provide them guidance, mentoring and direction to learn the administration and organization skills necessary to operate an association.

Section 8.

A member of the Youth Apprentice Board may be immediately removed from the board by a unanimous vote of the Board of Directors. A special meeting of the Board of Directors must be called with a week's notice for this purpose and the motion of removal must include the reason for dismissal. This meeting must be announced to the members of the association a week in advance and must be open for them to attend as observers.

Article VIII – Functional Committees

Section 1.

The Board of Directors or the Board of Trustees can form functional committees reporting to the respective boards as deemed necessary including, but not limited to the following:

1. Women's Committee
2. Youth Committee
3. Khutbah Committee
4. Seniors Committee
5. Fiqh Committee
6. Zakat and Relief Committee
7. Da'wah Committee
8. Audit Committee
9. Investment Committee

Section 2.

The Board of Directors or the Board of Trustees shall appoint the chairpersons of all functional committees except the Da'wah and Youth Committees within 30 days of the annual elections. The Da'wah Secretary shall be the chairperson of the Da'wah Committee and the Youth Secretary shall be the chairperson of the Youth Committee. No person can be a chairperson of more than one committee.

Section 3.

The committee members shall be appointed by the respective board with the concurrence of the appointed committee chairperson.

Section 4.

The sessions of the functional committees shall be called and presided over by the chairperson of the committee. A representative of the respective board may participate in the meetings as an observer.

Section 5.

Each committee's term will last a maximum of one year until the end of the term of the current respective board. Each functional committee shall stay active until a new committee is formed by the newly elected respective board.

Section 6.

The members or chairperson of any functional committee may be removed and replaced by the respective board at any time during their tenure.

Section 7.

All functional committees appointed by the Board of Trustees or the Board of Directors shall report to a designated member of the respective board.

Section 8.

The appointing board shall provide goals and guidelines for all functional committees except the Fiqh Committee. The recommendations of all the functional committees except the Fiqh committee will be acted on by the appointing board.

Section 9.

The Fiqh Committee shall provide Fiqh opinions to the Association whenever needed. The Fiqh opinion shall be based on sound research and may be obtained from notable scholars. The recommendations of the Fiqh Committee will be accepted and implemented by the Board of Directors and Board of Trustees without change.

Article IX – Ad Hoc Committees

Section 1.

The General Body of the Association, the Board of Trustees, or the Board of Directors may appoint an ad hoc committee to carry out a specific assignment. The assignment and the terms of the committee shall be precisely defined through a memorandum of the Board of Directors, or the Board of Trustees as appropriate. The maximum tenure of such a committee shall be one year.

Section 2.

The appointing board shall select the chairperson of the ad hoc committee. The chairperson must agree with the terms of the aforementioned memorandum. No person can be a chairperson of more than one ad hoc committee at a time.

Section 3.

The committee members shall be appointed by the respective board with the concurrence of the appointed committee chairperson.

Section 4.

The sessions of the ad hoc committees shall be called and presided over by the chairperson of the committee. A representative of the respective board may participate in the meetings as an observer.

Section 5.

The committee chairperson shall present a progress report at least once per month to the respective board.

Section 6.

The committee shall submit its final report/recommendation to the respective board upon completion of its assignment. The respective board shall then dissolve the ad hoc committee.

Section 7.

In case the ad hoc committee fails to meet its objectives within the specified time, the respective board may extend its tenure or may dissolve it.

Section 8.

The appointing board dissolves the ad hoc committee by issuing a memorandum to that effect to the ad hoc committee chairperson.

Section 9.

The appointing board must act on the recommendation of the ad hoc committee within one month of receiving it. The ad hoc committee report and the appointing board actions shall be announced to the Association Membership.

Article X – Service Institutions

Section 1.

Service Institutions may be formed by members of the Association to efficiently meet specific needs of the community that are consistent with the aims and goals of the Association.

Section 2.

Service Institutions shall be managed by a board of directors. Sixty percent of the directors, to the nearest whole number, shall be elected by participants of the institution. The other directors shall be appointed by the Board of Trustees.

Section 3.

Each service institution is officially formed when the bylaws of the service institution are approved by simple majority vote of the Association membership and appended to this constitution. Changes to the institution by laws shall be made in accordance with the procedure for amending this constitution set forth in Article XV.

Section 4.

Disputes arising between a service institution and any board or between two service institutions shall be resolved by Board of Trustees.

Article XI – Meetings

Section 1.

The Board of Trustees shall call a general body meeting every year. Any items to be voted upon must be placed on the agenda. Written or printed notice of a General Body meeting, including the agenda for the meeting, shall be mailed (US Postal Service) to all members of the Association at least two weeks prior to the date of the meeting.

The Board of Directors shall call a special General Body meeting upon receiving a written request signed by at least ten per cent of the members of the Association. Such a meeting will be held within 5 weeks of receipt of the written request.

Additional General Body meetings may be called at the discretion of the Board of Trustees. There is no quorum required for a General Body meeting to be held.

All Service Institutions must present a report of their activities and the financial results at the annual general body meeting.

Section 2.

No voting quorum is required for agenda items placed by any of the Boards.

A voting quorum of one-fourth of the Association members is required for any voting to take place on items placed by individual members at a regularly scheduled General Body meeting.

A voting quorum of fifteen percent of the Association members is required for any voting to take place on the items on the agenda at a special General Body meeting.

A simple majority vote of members present is sufficient for decisions on all matters except those requiring a special majority vote as stated elsewhere in the constitution.

Section 3.

The following agenda items are predetermined for each General Body meeting.

- a. It must include a presentation and approval of the annual plan for the Association and Service Institutions for the upcoming year. The annual plan must be provided to the members along with the meeting notice and agenda.
- b. It must provide an annual report of progress and annual financial summary for General Body approval.

Additional agenda items may be added by any Board or Service Institution.

Agenda items may be added by individual members of the Association by submitting items three weeks prior to the scheduled General Body meeting.

Agenda items for discussion may be added by individual members from the floor during the meeting, but may not be voted on at that meeting. If a vote is needed, the item shall be added to the agenda by the Board of Trustees for the following General Body meeting.

A majority of members of each of the boards and service institutions must attend the general body meetings.

Article XII – Elections

Section 1.

Annual elections shall be held between the 1st and the 20th day of Muharram in order to elect two members of the Board of Trustees, three members of the Board of Directors, and the President of the organization in odd Hijri years, for the following year in accordance with Articles V and VI.

Section 2.

The Board of Trustees shall appoint the chairperson of the Election committee first and in consultation with the chairperson appoint two or four other members of the Elections Committee. All members of the Elections Committee must be members of the Association for at least three years and cannot be current members of the Board of Trustees or the Board of Directors. The Elections Committee shall be formed no later than the first of Dhul Hijjah. Once the entire Elections Committee is formed, it shall report only to the General Body and shall operate independently of any other Board or Committee. If any individual has a dispute with the Elections Committee, that cannot be resolved with direct communication with the Elections Committee, then they shall initiate a Judiciary Proceeding in accordance with Article XIII.

Section 3.

The nominations for the election must reach the Election Committee three weeks before the specified time for the election. The exact time of the elections shall be announced by the Election Committee at least four weeks before the election.

Section 4.

The nominators as well as seconders of nominations shall be members of the Association. In order to be eligible to nominate, or to second a nomination, a member must have maintained his/her membership for an uninterrupted period of 60 days immediately preceding the filing of the nomination with the Election Committee. Any two individuals cannot nominate or second each other for any position. Any individual may not nominate or second candidates for more than two positions. The nominators shall provide a brief summary of experience, training and qualifications of the nominee for the specific position they are nominated for and how they can benefit the Association.

Section 5.

The nominee for each post shall be a member of the Association. All nominees must meet the requirements set forth in Article V Section 7. The Election Committee shall verify the eligibility of nominees. Members of Election Committee cannot be nominees or nominators. Election Committee members may not resign from the Committee and run for a position in the upcoming election. Upon the vacancy of any seat on the Election Committee, a replacement shall be appointed by the Election Committee. If the Election Committee Chairperson resigns, a new Chairperson shall be elected from within themselves. In the event that an immediate relative (spouse, parent, child, or sibling) of an Elections Committee member is nominated, the Elections Committee member must resign from the Committee.

Section 6.

The newly elected Boards shall assume the charge of the Association on the first of Rabi al Awwal of the year.

Section 7.

In order to be eligible to vote at a General Body meeting or at elections, a member must have maintained his/her membership for an uninterrupted period of 60 days immediately preceding the meeting.

Section 8.

The Election Committee members shall not campaign in favor of or against any candidate; however, they shall have the right to vote as members of the Association.

Section 9.

The decision on each and every matter of the Election Committee shall be reached in a parliamentary way with each member of the Election Committee present voting on the matter.

Section 10.

The Election Committee shall post the list of nominees and update the list weekly. An election shall be held in person. All votes shall be cast on an official ballot that is uniquely numbered that cannot be cross-referenced to an individual voter. The official ballot shall be finalized two weeks prior to the election. Absentee balloting shall be permitted in limited circumstances such as illness or travel, subject to approval by the Election Committee. The absentee ballots may be requested once they are finalized. All ballots, including absentee ballots, shall be issued upon a signed request or a signature of the voter in the voter register. All ballots must be received by the close of the election.

Section 11.

The chairperson of the Election Committee shall keep all ballots and records for two years.

Section 12.

There is no minimum participation requirement for the election. In the event of a tie, a run-off election shall be conducted within 7 days to decide between the tied candidates for the tied position(s). The Election Committee shall publicly announce the results of the election in an expedited manner. The Election Committee shall submit written a report within 30 days of the election.

Section 13.

In order to be eligible to be nominated for a position on any of the Boards, the following membership requirements shall apply:

- President: Five consecutive years immediately prior to the current year.
- Board of Trustees: Three consecutive years immediately prior to the current year.
- Board of Directors: One year immediately prior to the current year.

For the purpose of running for any of these Board positions, an individual shall be considered a member for the entire membership year if they pay their dues and become a member at any time during that year.

These membership requirements can be waived for interim positions appointed by the Board of Trustees in the event of a vacancy.

No individual may serve on the same board for more than two consecutive terms, whether or not that individual has served the complete term. The individual may serve on that same board after a one year break. In the case of the President, their service on the Board of Trustees or Board of Directors in a capacity other than President shall not be counted towards this term limit.

Article XIII – Finance

Section 1.

Membership dues shall be determined by the Board of Directors. Membership dues may be different for earning and non earning members.

Section 2.

Annual dues shall not be increased by more than twenty five per cent in any year without approval by the majority of the members of the Association.

Section 3.

The Association may accept any contribution in any form from any source consistent with the purposes of the Association and with the principles of Islam.

Section 4.

Funds collected for the specific purpose shall not be used for any other purpose unless a two thirds majority vote of the members of the Association authorizes its use for a different purpose within the goals and objectives of the Association.

Section 5.

The Board of Directors shall maintain one or more accounts to facilitate and carry out their activities. The Board of Trustees must present to the Board of Directors a budget of their expenses and incorporate this in the overall budget of the organization. The budget items of the Board of Trustees shall be paid for by the Board of Directors as and when needed.

Section 6.

Appropriate number of bank accounts may be maintained to manage these funds. All accounts shall be interest-free. All withdrawals from the Board of Director's accounts shall be co-signed by the Treasurer and the President, or the Vice President in the President's absence. Only in the absence of the Treasurer, withdrawals shall be co-signed by the President and the Vice President.

Section 7.

All Board of Directors expenditures must be approved by the Board of Directors with the exception of regular operating expenses. An emergency fund shall be allocated annually at the beginning of each term. The President, or the Vice President in case of the President's absence, can authorize expenditures from this fund without prior approval of the Board of Directors. Such expenditures must be reported in the next meeting of the Board of Directors for review. The Board of Directors may replenish this fund.

Section 8.

All cash donations collected by the Association must be handled by more than one person and deposits reconciled with the collections.

Section 9.

The Board of Trustees and the Board of Directors of each service institution shall submit a financial report to the General Body at the annual General Body meeting. The Board of Directors is responsible for completing the Association's annual financial report prior to the annual General Body meeting.

Article XIV – Judiciary Procedures

Section 1.

Any member of the Association may bring charges of misconduct, misdemeanor, misappropriation of funds, fraud, corruption, or cover-up of such offenses against any committee member, board member, ex-board member who served within the previous one

year, or employee of the Association or service institution. Such charges shall be given in writing to the Chairperson of the Board of Trustees. Judiciary proceedings shall not be invoked more than once within any twelve month period by an individual member.

Section 2.

Within two weeks of receipt of the written charges, the Board of Trustees shall form a panel to hear the charges. The panel shall consist of seven members, two selected by the accuser(s), two selected by the accused, and two more members and a chairperson selected by the first four members. Neither the accused nor the accuser shall be on the panel. Each panel member shall have been an Association member for at least one year. If the person accused refuses to exercise the right to select the names of two members for the panel, the Board of Trustees Chairperson or his/her replacement shall select the names in the presence of the Board of Trustees.

Section 3.

This panel shall be considered a panel of judges rather than advocates for either party. Decisions shall be made by a simple majority of the panel and a decision shall be reached within two months of formation.

Section 4.

Upon the formation of the panel, all parties must agree in writing that the findings of the Judiciary Committee shall constitute binding arbitration. Both the accuser and accused must agree to consider this matter closed at the close of the proceedings and no further action under this Constitution or the Service Institution bylaws or the laws of the land shall be taken.

Section 5.

The chairperson of the panel shall fix the time for the first session of the panel within two weeks after the formation of the panel and shall notify, in writing, the panelists at least one week before the scheduled session.

Section 6.

The panel shall hear the charge(s) as well as witnesses from both sides, examine all evidences, pass a verdict of "Guilty" or "Not Guilty", and determine punitive and/or corrective measures. The panel shall report its findings to the Board of Trustees which is obligated to enforce the decision of the panel. If the panel finds clear evidence of criminal violation according to State and/or Federal laws, it may recommend to the General Body to consider the possibility of legal suit against the person(s) accused.

Article XV – Dissolution

Section 1.

A decision to dissolve the Association can only be reached at a General Body meeting held for that purpose and requires approval by at least four-fifths of the members of the Association.

Section 2.

In the event of dissolution of the Association, the Board of Trustees shall call upon the Islamic Society of North America or a successor organization to handle the process of dissolution. Any assets which are left after meeting all liabilities shall be transferred to the Islamic Society of North America or the successor organization.

Article XVI – Amendments

Section 1.

This Constitution cannot be replaced in its entirety. Sections of this Constitution other than Article IV Sections 2 and 3 (Membership), Article V Section 7 (Qualifications of Board of Trustees), Article VI Section 5 (Qualifications of Board of Directors), Article XIV Sections 1 and 2 (Dissolution), and Article XV Section 1 (this Section) may be subject to amendment.

Section 2.

The proposal for an amendment to the constitution shall be signed by at least ten per cent of the Association members and submitted to the General Secretary.

Section 3.

The President shall call a General Body meeting to vote on the proposed amendment(s). This meeting shall be held at least 30 days and no more than 60 days after the proposal is submitted to the General Secretary. The General Secretary shall mail copies of the proposal with meeting agenda to all Association members at least two weeks before the General Body meeting.

Section 4.

An affirmative vote by two thirds of the members present, providing the affirmative vote constitutes at least one third of the Association membership, shall be necessary for the adoption of all amendments.

Article XVII – Constitution Adoption, Interpretation, and Enforcement

Section 1.

This Constitution shall be adopted and in force effective immediately after it has been approved by two thirds of the members present at a General Body meeting called for that purpose.

Section 2.

The initial quorum requirement for voting on approval of this constitution is one half the total members. If one half of the Association Members are not present at that meeting, a second meeting shall be called for the same purpose within four weeks after the first meeting in which the quorum requirements shall be waived.

Section 3.

Registration in the State of California, opening the accounts, and implementation of other matters as required by the constitution shall be accomplished by the beginning of the Hijri year following adoption of this constitution.

Section 4.

In the first election following approval of this constitution, the President, the four other members of the Board of Trustees and the six other members of the Board of Directors shall be elected. The two candidates for the Board of Trustees that receive the most votes shall serve two year terms, and the next two candidates shall serve one year terms. The three candidates for the Board of Directors that receive the most votes shall serve two year terms, and the next three candidates shall serve one year terms.

Section 5.

In case of ambiguity regarding the interpretation of any sections of the constitution or possible conflict between two or more sections, the interpretation of the Board of Trustees to clarify the ambiguity or to resolve the conflict shall be final.

Section 6.

Any membership requirements in this constitution for the purpose of election or nomination of candidates that is longer than the existence of the organization shall be deemed to be sufficient.

Article XVIII – Conflict of Interest

Section 1.

Members cannot serve on the Board of Trustees or the Board of Directors if they or any direct relative of theirs is to get a substantial monetary benefit from the Association aside from Zakat. “Substantial monetary benefit” is defined as compensation that is 15% or more above the current minimum wage, or any other amount to be set by the general body.

A member may not simultaneously hold two positions on any Board.

Election candidates may only run for one position at a time.

Before members of the Board of Trustees or the Board of Directors may run for other elected positions, they must first resign from their current position before accepting nominations for candidacy in the upcoming election unless this is for a re-election of the same position or if their term is naturally ending at the end of the current term.

Article XIX – Loans to Board Members and Officers

Section 1.

The Association shall not lend any money or property to or guarantee the obligation of any member of the Board of Trustees or Board of Directors without the approval of the California Attorney General; provided, however, that the Association may advance money to a board member for expenses reasonably anticipated to be incurred in the performance of his or her duties if that board member would be entitled to reimbursement for such expenses by the Association.

Article XX – Indemnification

Section 1.

To the fullest extent permitted by law, this Association shall indemnify its Board of Trustees and Board of Directors, officers, employees, and other persons described in the Corporations Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in the Bylaws, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board of Trustees by any person seeking indemnification under California Corporations Code, the Board shall promptly decide under Corporations Code whether the applicable standard of conduct set forth in Corporations Code has been met and, if so, the Board of Trustees shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board of Trustees in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Association for those expenses.

Article XXI – Insurance

Section 1.

The Association shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Board of Trustees, Board of Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, board member, employee, or agent in such capacity or arising from the officer’s, board member’s, employee’s, or agent’s status as such.

Article XXII – Maintenance of Corporate Records

Section 1.

The Association shall keep:

- Adequate and correct books and records of account; and
- Written minutes of the proceedings of its Board of Trustees, Board of Directors, and committees of the boards.

Article XXIII – Accounting Records and Minutes

Section 1.

On written demand on the Association, any Board of Trustees member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Trustees, and committees of the boards at any reasonable time for a purpose reasonably related to the board member's interest as a member of Board of Trustees. Any such inspection and copying may be made in person or by the board member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Association.

Article XXIV – Maintenance and Inspection of Articles and Bylaws

Section 1.

The Association shall keep at its principal California office the original or a copy of the articles of incorporation and Bylaws, as amended to the current date, which shall be open to inspection by the Board of Trustees at all reasonable times during office hours. If the corporation has no business office in California, the Secretary shall, on the written request of any Board of Trustees member, furnish to that board member a copy of the articles of incorporation and Bylaws, as amended to the current date.

Article XXV – Board Members Rights to Inspect

Section 1.

Every Board of Trustees member shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation for a purpose reasonably related to the board member's interests as a member of the Board of Trustees.

Article XXVI – Fiscal Year

Section 1.

The accounting period shall begin on January 1 and shall end on December 31.

Article XXVII – Annual Report

Section 1.

The Board of Trustees and Board of Directors shall cause an annual report to be sent to the membership within 120 days after the end of the Association’s fiscal year. That report shall contain the following information, in appropriate detail:

- The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;
- The principal changes in assets and liabilities, including trust funds;
- The Association’s revenue or receipts, both unrestricted and restricted to particular purposes;
- The Association’s expenses or disbursements for both general and restricted purposes;
- An independent accountants’ report or, if none, the certificate of an authorized officer of the Association that such statements were prepared without audit from the Association’s books and records.

This requirement of an annual report shall not apply if the Association receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Board of Trustees.

Article XXVIII – Annual Statement of Certain Transactions and Indemnifications

Section 1.

As part of the annual report, or as a separate document if no annual report is issued, the Association shall, within 120 days after the end of the Association’s fiscal year, annually prepare and furnish to each Board of Trustees member a statement of any transaction or indemnification of the following kind:

- Any transaction (a) in which the corporation, or its parent or subsidiary, was a party, (b) in which an “interested person” had a direct or indirect material financial interest, and (c) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an “interested person” is either:
 - Any member of the Board of Trustees or Board of Directors or officer of the Association, its parent, or subsidiary (but mere common Directorship shall not be considered such an interest); or
 - Any holder of more than 10 percent of the voting power of the Association, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Association, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

- Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or member of the Board of Trustees or Board of Directors of the corporation under these Bylaws.

Article XXIX – Amendments of Articles of Incorporation

Section 1.

Any amendment of the Articles of Incorporation may be adopted by a unanimous vote of approval of the Board of Trustees.