

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

In the Name of Allah, Most Gracious, Most Merciful



“...and their affairs are conducted by mutual consultation”

The Holy Qur’an, Chapter 42, Verse 39

THE ISLAMIC SOCIETY OF CORONA-NORCO, INC.

465 Santana Way, Corona, CA 92881

(951) 736-8155

www.coronamuslims.com

A nonprofit religious corporation organized and existing under the laws of the State of California.

Terms, Definitions and Abbreviations

Adult:	An individual that has reached the legal age of eighteen (18) years
Allah:	The One and Only God Almighty, The Creator
Articles of Incorporation:	ISCN's compliance document with Internal Revenue Service (IRS) for legal recognition
Associate Member:	ISCN member who has no voting privilege
Board Member:	Any member of the two Boards
BOD:	A 9-member body elected by Voting Members of ISCN
BOT:	A 5-member oversight body elected by Voting Members of ISCN
Bylaws:	A set of provisions that helps ISCN to be effective and stable
Full Term:	The duration for which an elective position is required to be served
General Body:	The highest ISCN body comprising of Associate and Voting members
General Membership:	Youth Members, Associate Members and Voting Members as Defined in 5.2
Hadith or Ahadith:	The saying or sayings of the Prophet (Sallallahu Alaihi Wa Sallam)
Hijra:	Islamic Calendar
ISCN:	Islamic Society of Corona-Norco
Masjid:	A Muslim institution of congregational prayer and supplication
Officer:	Any one of the President, Secretary or Treasurer
Principals:	ISCN School Principals
Quorum:	The minimum number of attendees needed for a meeting to be deemed valid and legal
Robert's Rules of Order:	The recognized guide to running meetings and conferences effectively and fairly.

Sallallahu Alaihi Wa Sallam:	May the Peace and Blessings of Allah be showered upon him -- An invocation for blessing the Prophet Muhammad (Sallallahu Alaihi Wa Sallam).
Standing Committee:	A body formed by the BOD to assist in fulfilling on-going or specific tasks
Sunnah:	The practices and ways of the Prophet (Sallallahu Alaihi Wa Sallam)
The Glorious Qur'an:	The final message from Allah revealed to the Prophet Muhammad (Sallallahu Alaihi Wa Sallam)
The Prophet:	Refers to the Prophet Muhammad (Sallallahu Alaihi Wa Sallam)
The Society:	The Islamic Society of Corona-Norco Inc.
Voting Member:	ISCN member who has voting privilege

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GOVERNANCE

1. These Bylaws shall be recognized as the official governing document of the Islamic Society of Corona-Norco (ISCN) and shall be available to each ISCN member and to each new member at the time of application, either online or in the form of a printed copy. Current, updated Bylaws shall reside on the official website of ISCN.
2. No member shall be absolved from the effect of the Bylaws by excuse of not having received it, or of ignorance of its contents.
3. The Bylaws of ISCN shall bind each member as though he or she has inscribed his or her name and affixed his or her signature thereto.
4. Notwithstanding any provisions of the Articles of Incorporation, the ISCN Board of Trustees, ISCN Board of Directors, its Officers, Committees and all Voting and Associate Members shall always act in accordance with these Bylaws, and the Administrative Rules of Discipline and Conduct of ISCN as developed, modified, and approved by the Board of Directors from time to time.

ARTICLE 1: NAME, BODY, LOCATION AND FISCAL YEAR

The name of the organization shall be the Islamic Society of Corona-Norco, Inc., henceforth referred to as ISCN. It shall consist of the General Body (GB) governed by these Bylaws. The principal office of ISCN is located at 465 Santana Way, Corona, California 92881, USA. The fiscal year shall begin on July 1st and end on June 30th of next year.

ARTICLE 2: VISION, MISSION, GOAL, CREED AND RESOURCES

ISCN is an incorporated, independent, non-profit, religious organization qualified and recognized under Section 501(c)(3) of the Internal Revenue Service (IRS) code.

Its Vision is:

To be a model Islamic Center that provides Islamic services to a vibrant Muslim community, propagates the message of Islam to all, and fosters and nurtures positive relationships with the community at large.

Its Mission is:

To assist Muslims in the Corona-Norco area to preserve and improve their religious identity, and to create a sense of community amongst Muslims by providing quality religious, educational and community services, and to contribute peacefully and democratically to the diversity and pluralism of American society.

The Goal of ISCN is:

To practice, safeguard and promote Islam and its universal, tolerant and peaceful values in the United States of America, and to advance the Islamic identity of the future generations of Muslims through its educational programs and community building activities.

Creed and Resources:

The centerpiece of ISCN's creed is the Oneness and Uniqueness of Allah, Who is One and Only, Merciful and Compassionate Creator, and that Muhammad (may Allah's peace and blessings be upon him) is His Final Prophet and Messenger.

The Glorious Quran and the authentic Ahadith of Prophet Muhammad (may Allah's peace and blessings be upon him) are the main resources of guidance in Islam.

ISCN is neither affiliated with, nor supports any political ideology or sect that overtly or covertly deviates from the true and authentic principles of Islam.

ARTICLE 3: AFFILIATIONS

ISCN is not affiliated with any other organization at this time. Future affiliations, if needed, will be recommended by the Board of Directors (henceforth also called BOD) and approved by a two-third (2/3) majority of the Voting members.

ARTICLE 4: PERMITTED ORGANIZATIONAL ACTIVITIES

ISCN will not carry out or perform or allow any activities that are not permitted to be carried out by an organization that is exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or as chartered under the Non-Profit Religious Corporation laws of the State of California, USA.

ARTICLE 5: MEMBERSHIP

Any applicant who wishes to become a member of ISCN shall complete and submit the online membership application form accessible on the ISCN website, and pay membership dues by check, credit card or debit card. The Membership Committee shall accept or reject the application and notify the applicant about the decision within thirty (30) days of the receipt of the application and inform the BOD accordingly. Membership in ISCN is neither transferable nor assignable. There are three types of members; namely, Youth, Associate and Voting members.

5.1. Eligibility

- 5.1.1. Youth Members:** They are defined as Muslims of age thirteen (13) to seventeen (17) who agree with the Vision, Mission and Goal of ISCN. Upon attaining the age of 17 years, and filing an Associate Member application, a Youth Member will become an Associate Member. Such Associate Members will maintain their Youth Membership in good standing by paying membership dues regularly. Details of ISCN Youth are covered in Article 12.
- 5.1.2. Associate Members:** Only those Muslims, seventeen (17) years of age or older, who are present legally in the U.S. and who subscribe to the Vision, Mission and Goal, Creed and Resources of ISCN as set forth in Article 2 and who abide by these Bylaws will be eligible to become Associate members of ISCN. No residential requirements shall apply for the Associate members.
- 5.1.3. Voting Members:** Muslims eighteen (18) years of age or older, who abide by these Bylaws, subscribe to the Vision, Mission, Goal, Creed and Resources of ISCN as set forth in Article 2 and who are U.S. Citizens or U.S. legal residents, furnishing proof thereof, and who have been Associate Members for at least one year, will be eligible to become Voting members of ISCN. Such voting members must also physically reside within fifteen (15) miles radius of the City Hall of the City of Corona for at least one year as counted on the date of next election. A member from the age of 18 to 26, who has a temporary change of physical residence by reason of attending a vocational school, college, or university may remain a voting member for up to four (4) years so long as their permanent residence remains within a fifteen (15) mile radius from the City Hall of the City of Corona and are current in the payment of appropriate membership dues.

5.2. Types of Membership

5.2.1. Associate Members

- 5.2.1.1.** The Associate Members will not have any voting privileges.
- 5.2.1.2.** The Associate Members may serve as members of standing committees.

5.2.2. Voting Members

- 5.2.2.1. Eligibility.** After completing one year of Associate membership, a member shall become eligible to be a Voting Member, provided all dues have been paid. Voting membership is not automatic and requires a member to apply for a change in membership status.
- 5.2.2.2. Voting Member Application.** Eligible Associate Members may apply online at the ISCN website for a change of membership status to become a Voting Member.
- 5.2.2.3. Duties.** Once the Associate Member applies online to become a Voting Member, he or she shall declare that he or she agrees to attend future GB meetings. If the Associate Member applies for change of membership status to the Membership Committee and meets the requirements in Section 5.1.3 above, then, the membership will be progressed to Voting Member status with all Voting membership rights and voting privileges, provided all dues have been paid.
- 5.2.2.4. Voting in Elections.** Only those members who become Voting members thirty (30) days prior to the election date and are current in their payment of membership dues, shall be eligible to vote.
- 5.2.3. Group Membership.** ISCN neither recognizes nor permits any group or organization-based membership. All applicants are required to apply individually and pay their dues individually.
- 5.3. Leave of Absence from Membership.**
- Any member of ISCN who is in jeopardy of no longer meeting the residential requirement as per Sec.5.1.3, may seek leave of absence from the ISCN membership for no longer than one (1) year, provided that the said member notifies the Membership Committee in writing and continues to pay the required membership dues on time. Such compliance will prevent the lapse of the required consecutive membership status for determining eligibility to run for Board of Directors (BOD) or Board of Trustees (BOT) positions. The said member shall comply with the residency requirements of Sec.5.1.3 at least forty (40) days before the next Election date.
- 5.4. Rejection of Application.**
- In case of rejection of the application by the Membership Committee, the applicant may file an appeal with the ISCN BOD, in person or in writing, provided the Notice of Appeal is given ten (10) days prior to the date of the meeting for inclusion in the agenda. Personal representation of the applicant may be allowed. Following such a meeting, the BOD may allow the applicant to be approved by a favorable vote of a simple majority of the BOD members present. Should the BOD decline also, the applicant may appeal to the BOT whose decision shall be final and binding. An application denied by the BOT, after such appeal, cannot be resubmitted until after one (1) year from the date of such denial.
- 5.5. Refund of fees.** Any individual declined for Associate or Voting membership shall be provided with a written explanation citing the cause or causes thereof. Any prepaid application dues shall be refunded.
- 5.6. Membership Dues.** Membership fees shall be determined by the Membership Committee and approved by the BOD. Membership dues shall be paid in advance for each fiscal year. Membership dues shall remain fixed for a given year and shall be prorated on a monthly basis if entering as a member after January of each given year. Unless the member opts for monthly automatic payment withdrawal of the annual fee by ISCN, the renewal fees will be due and payable by the 31st of March every year. Membership dues for Seniors (60 years of age or older) and Youth shall not be more than 50% of the membership dues so determined. All Youth, Associate and Voting Members are required to pay their membership dues on time to keep their membership in good standing. All applicants are required to pay individually their dues except, members may pay fees on behalf of spouses, children, parents, grandparents, or in-laws, living in the same household.
- 5.7. Membership Dues, Default and Termination**

- 5.7.1. Membership Dues.** Membership dues must be paid by March 31st of each year. Any member who does not pay by this date will be notified via email or mail that they must pay their membership dues within 14 calendar days. If a member does not pay the dues by the date as requested, their membership will be suspended.

The BOD has the authority to extend membership payment deadline for all Members for another 60 days (i.e., up to May 31st of the same year.) In case the due date is extended by the BOD, all Members will be notified via email about the extended date. A Member who pays their late dues during the additional 60-day extension period by the BOD, will have the membership suspension lifted. Memberships of those who do not pay within the 60 days extension period will be terminated. Upon such termination, the member shall forfeit his or her membership status for all the years of previous membership. Should such a member wish to become a member again, he or she must re-apply for membership as an Associate member. Should a member face temporary financial hardship, he or she must inform the Membership Committee in writing about his or her inability to pay the dues and may request up to 1 year of payment waiver during which period the Voting rights shall remain suspended. If the dues are not paid even after the lapse of the waiver period, the membership shall be deemed to have terminated automatically.

- 5.7.2. Prohibitions of Membership.** A member's actions that are deemed contrary to the mission, goals, objectives, or the welfare of the Islamic Society of Corona-Norco, may lead to a warning notice, suspension, or termination of membership.

- 5.7.3. Updated Information.** It shall be the responsibility of the member to keep his or her mailing address and email address current by informing the Membership Committee in writing regarding any changes.

- 5.7.4. Change in Membership Status.** Membership in ISCN shall automatically revert to Associate membership, or terminate when a member ceases, for any reason, to satisfy the requirements of Section 5.1.

5.8. Grounds for Termination.

- 5.8.1. Membership Termination for Cause.** Termination of Membership may occur due to a member's resignation, felony conviction, or death.

- 5.8.2. Case-by-Case Evaluation.** All terminations will be addressed on a case-by-case basis. A member's membership may be terminated following a hearing before the BOD for failure to adhere to or comply with the provisions of the Articles of Incorporation or these Bylaws or the Administrative Rules of Discipline and Conduct as developed, modified, and approved by the BOD from time to time. Specific stipulations as stated in Sections 5.1 through 5.7 shall also apply. Upon termination, any prepaid membership dues shall be refunded on a prorated basis upon request. Such prepaid membership dues shall not be transferable to other existing or new members.

- 5.8.3. Appeal Against Termination.** A member whose membership has been terminated may file an appeal to the BOT, in person or in writing, provided the Notice of Appeal is given at least fifteen (15) days prior to the date of the BOT meeting for inclusion in the meeting Agenda. The decision of the BOT shall be final and binding.

- 5.8.4. Suspension and Termination:** Suspension and termination of the membership of an active member does not become final until approved by the Board of Directors.

ARTICLE 6: THE GENERAL BODY

- 6.1. The General Body (GB)** shall consist of all Associate and Voting members who are current with their membership dues. The General Body shall meet as required by these Bylaws. Such meetings shall be

called by and held at such hour and place as designated by the BOD. While both Associate and Voting members are eligible to attend GB meetings, only the Voting members will be counted for quorum requirements and permitted to vote. Unless stipulated otherwise, all General Body Meetings shall be presided over by the President of the Board of Directors (BOD).

6.1.1. Guidelines for GB and other Board Meetings. The following guidelines shall apply to the GB and other Board meetings:

The meeting shall start with a supplication (Dua).

The agenda and scope of the meeting shall be mentioned.

Robert's Rules of conducting the meeting shall be adopted.

Interrupting, shouting, swearing by individuals shall be grounds for their removal.

Individuals requesting to speak shall raise their hand until recognized and permitted by the person conducting the meeting.

6.2. Quorum for General Body Meetings. To hold a General Body Meeting, except for voting on amendments to the Bylaws, one-third (1/3) number of Voting members, on record within thirty (30) days prior to the meeting date, represented in person, will constitute quorum. It shall be the responsibility of the person presiding over a General Body meeting to confirm the quorum requirements in conjunction with the Secretary before the beginning of the meeting. If the Secretary is not present, then any other BOD member shall confirm quorum instead.

6.2.1. Lack of Quorum During Meeting. If at any time during the meeting it is revealed that the required quorum is lacking, and the Secretary (or other designated officer as stated above) verifies it to be correct, the meeting shall be adjourned.

6.2.2. Acts by the GB. If quorum is present, the affirmative vote of the majority of the voting members present at the meeting, and voting on any matter shall be the act of the members.

6.2.3. Absence of Quorum. In the absence of a quorum, any meeting of members may be adjourned by the vote of a majority of the votes represented in person, but no other business may be transacted.

6.2.4. Adjourned GB Meeting. When a GB meeting is adjourned because of lack of quorum, it shall be reconvened between seven (7) and fourteen (14) days of such adjournment. The BOD Secretary shall post on the ISCN website information about the adjournment and the new meeting date. At the reconvened meeting, the GB may transact any business which might have been transacted at the original meeting, but no other business may be transacted. No quorum is required for such reconvened meetings.

6.3. General Body Meetings. ISCN is required to have at least one general body meeting annually. Additional meetings and informational member meetings may be held as and when needed. The Annual General Body meeting shall be held between Mid-January to Mid-February period. At these GB meetings, the BOD will present administrative and financial reports to the General Body. Attendance at the Annual General Body Meeting of ISCN shall be limited to the members who have paid their dues. Only Voting members shall be permitted to vote or table a motion.

6.3.1. Presiding Officer for General Body Meeting. The President of the BOD shall preside at all General Body meetings. In case he or she is unable to be present, the Secretary shall preside. If the Secretary is not available, the BOD Members present shall select one among them to preside and proceed with the meeting.

6.4. Special General Body Meetings

6.4.1. Special Meetings Called by BOT. A Special General Body Meeting may be called by the BOT as per Section 6.4.1.1 for purposes relating to the dissolution of the BOD. The Chairperson of BOT shall preside over such meetings.

6.4.1.1. Special Dissolution Meeting. The BOT may request the BOD to call a Special GB Meeting to address violations of the Bylaws or other misconduct by the Board of Directors. If the BOD rejects BOT's Special GB Meeting request, then a joint meeting of the Board of Trustees and the Board of Directors shall be called by the BOT Chairperson to address the matter. The officers of the BOD shall be excluded from voting at such a meeting. In case the issues are not resolved, and upon a majority approval vote of the joint board members present at this meeting to proceed with a Special GB meeting, the BOD Secretary shall call a Special GB Meeting within fifteen (15) days for the agenda item(s) proposed at this joint Board meeting. No other ISCN business shall be conducted during such meetings. Such GB meetings shall be presided over by the BOT Chairperson.

6.4.2. Petition for Special Meeting by GB Members. A Special General Body meeting may be requested by the petition of at least five (5) Voting Members to the ISCN Secretary in writing, with verifiable signatures, in the Petition Form furnished by the Secretary. Upon acknowledging the petition request within three (3) working days of the submission of the petition, the Secretary shall simultaneously inform the Community about the petition and convey the same back to the petitioners who shall be given thirty (30) calendar days hence forward to present verifiable signatures of at least one-third (1/3) of the Voting members on roll on the date of acknowledged petition. If the required number of verifiable signatures are not turned in within the thirty (30) day window, the petition shall be declared null and void.

6.4.3. Scheduling Special GB Meetings. The Secretary shall, in consultation with the BOD, assign a suitable date and time to convene the Special General Body Meeting. The Secretary shall post notice of the meeting at the ISCN premises and communicate to each Voting Member no less than fifteen (15) days prior to the meeting.

6.4.4. Notice of Special GB Meetings. The notice of the meeting shall state the purpose of the meeting and no other ISCN business shall be conducted during such meeting.

6.4.5. Quorum for Special GB Meetings. The quorum for the special meeting shall be sixty percent (60%) of the Voting members on record. If and only if the quorum is present, the Special GB Meeting will be called to order.

6.4.6. Acts by GB in Special Meetings. The affirmative vote of fifty-one percent (51%) of the voting members, present at the meeting, and voting on the stated purpose of the meeting, shall constitute the act of the members of ISCN. Proxies for quorum or absentee voting shall not be permitted.

ARTICLE 7: RIGHT TO VOTE IN GENERAL BODY MEETINGS

7.1 Voting Members Only. Only Voting Members will have the right to vote as set forth in the Bylaws of ISCN.

7.1.1 One Vote. Each Voting member shall be entitled to one (1) vote on each issue submitted to the General Body. In case both husband and wife are Voting members, each shall cast his or her vote individually and separately.

7.1.2 In-Person Voting Only. Members can vote only in-person at the General Body meeting.

7.2 Voting by Unanimous Consent. Any action required or permitted to be taken by the members may be taken without a meeting if all members shall individually or collectively consent in writing to the

action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

- 7.2.1 **Notice.** Notice of a General Body meeting shall be sent via electronic mail or postal service to all members of ISCN to their address of record at least fifteen (15) days prior to the date of the meeting. The notice shall also be posted at the ISCN bulletin board and ISCN website at least fifteen (15) days prior to the date of the meeting. The Notice shall include the General Body Meeting date, time, location, the proposed General Body Meeting Agenda, and previous General Body Meeting Minutes to be approved at the General Body.
- 7.3 **Waiver of Notice.** Any notice required to be given to any member under these Bylaws, or the Articles of Incorporation, or State Law, may be waived. The waiver shall be in writing, signed by the person entitled to the notice, either before or after the time the notice was due to be given, and filed with the minutes. Neither the business to be transacted at the meeting, nor the purpose of any special or regular meeting needs to be specified in the waiver of notice of such meeting.
- 7.3.1 **Attendance by Waiver.** Attendance at any regular or special meetings of the general body shall constitute a waiver of notice of such meeting, except where attendance is for the specific purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.
- 7.3.2 **Errors or Omissions in Giving Notice.** No error or omission in giving notice of any annual, general or special meetings of the General Body or election, to the members of ISCN shall invalidate such meetings or make void any decisions taken at those meetings. For sending notice to any member for any meeting, or election, the last recorded home or email address in the records of ISCN shall be used.

ARTICLE 8: THE BOARDS OF ISCN

ISCN shall consist of two (2) boards, defined as The Board of Directors (BOD) and the Board of Trustees (BOT). All ISCN Board Members must meet certain standards of conduct and qualification in carrying out his or her responsibilities to ISCN and uphold the highest moral, ethical, and legal standards.

8.1 All Board Members shall:

- 8.1.1 Refrain from any illegal, dishonest, or unethical conduct and act in a professional, businesslike manner, and treat others with respect.
- 8.1.2 Bear the responsibility of ensuring that the organization complies with the applicable federal, state, and local laws.
- 8.1.3 Ensure that the organization's mission, vision, and values are reflected in the organization's programs.
- 8.1.4 Carry out fiduciary responsibilities such as reviewing the organizations financial statements.
- 8.1.5 Participate actively in making decisions on behalf of and in the best interest of ISCN and to exercise his or her best judgment while doing so.
- 8.1.6 Participate actively in fundraising efforts.
- 8.1.7 Attend all designated board and committee meetings or task forces and offer to take on special assignments as needed, and participate in as many functions or special events as possible.
- 8.1.8 Follow conflict of interest and confidentiality policies as specified in these Bylaws.

ARTICLE 9: ELECTION OF THE BOARDS OF ISCN

Board Members are elected by the GB in accordance with the following provisions:

- 9.1 **Membership Committee Election Duties.** The BOT shall instruct and notify the Membership Committee at least ninety (90) days before the Election Date of the following:
 - 9.1.1 **List of Voting Members.** Shall provide the list of the voting members with their phone number and email address with the initial date of their voting membership to the EC seventy-five (75) days prior to the election and post the membership list on the official ISCN notice board.
 - 9.1.2 **Final Voting List.** Shall provide the final list of the voting members with their current phone number and e-mail to the Election Committee (EC) twenty-five (25) days prior to the election and also to post the final membership list on the ISCN official notice board. Failure of the membership committee to provide an updated list will result in immediate dissolution of the Membership Committee and removal of the Chairperson of the Membership Committee. The BOD Secretary will take over the Membership Committee chair and will provide the membership list to the EC within 10 working days (i.e., 65 days before the Election Day). In case the Membership Chairperson or the General Secretary is a candidate in the upcoming Election, the BOD will appoint a new Membership Chairperson and all the membership documents will be transferred to the new chairperson
- 9.2 **Creation of Election Committee.** The Board of Trustees (BOT) shall form the Election Committee (EC) and choose an EC chairperson at least ninety (90) days before Election Date by nominating at least five (5) members to the Committee from the Voting Members' List with the consultation of the EC chairperson.

9.2.1 Duties of the Election Committee:

- 9.2.1.1 **Notifying the GB of Election.** The EC shall notify the General Membership electronically (email, ISCN website and posting on bulletin board), about the election at least sixty (60) days prior to the election and invite nominations from the Voting Members for the open BOD and BOT positions.
- 9.2.1.2 **Election Date.** The Election shall be held between Mid-January to Mid-February every election cycle. The election shall be held on the day of a General Body Meeting immediately after all agenda items are completed and the GB meeting is adjourned. Notwithstanding any provision to the contrary elsewhere in these Bylaws, under no circumstances shall the Election be delayed by more than thirty (30) calendar days by the BOT, in conjunction with the EC, for unforeseen or extraneous circumstances. However, all subsequent elections shall continue to be held between Mid-January to Mid-February.
- 9.2.1.3 **Nominations.** All nominations must be received by the EC at least forty (40) days prior to the election. The nominated members must meet all the eligibility requirements stipulated in these Bylaws. Floor nominations on the day of the elections shall not be permitted.
- 9.2.1.4 **Qualifying the Nominees.** The Election Committee shall contact the nominees electronically to verify their eligibility. If the nominee does not meet the eligibility requirements as specified in the respective sections of BOD or BOT, the Election Committee shall notify the nominee of its decision.
- 9.2.1.5 **Communication of Duties to Nominees.** Each nominee shall be provided in writing with a copy of the relevant BOD or BOT duties that he or she will be expected to perform if elected. The nominees must sign a statement that he or she will fulfill such duties when elected.
- 9.2.1.6 **List of Candidates.** The Election Committee must prepare a preliminary list of candidates and notify all Voting members at least twenty (20) calendar days prior to the elections. At this stage, once the preliminary list is posted, candidacy positions cannot be modified.
- 9.2.1.7 **Election Report.** After the conclusion of the elections, the EC shall submit to the BOT Chairperson a detailed report about the elections within thirty (30) calendar days. The physical records will be handed to BOT except for the election sign-in sheet that will be handed to the incoming General Secretary. The BOT shall dissolve the EC forty-five (45) calendar days after the conclusion of the elections unless the BOT dissolves the EC earlier.
- 9.3 **Limitation of Positions.** No individual shall be permitted to run for more than one board position at the same time.
- 9.4 **Town Hall Face to Face Meeting.** On the weekend before the election date, the Election Committee shall introduce the nominees to the Voting Members in a Town Hall Meeting setting (Face-to-Face). The nominees shall address the Voting Members about their intended goals and contributions for ISCN and answer any questions directed to them by the EC. Any questions from the audience must be funneled through the EC who will determine the appropriateness of the questions before directing to any candidate. This is an essential part of the election, and all candidates are encouraged to attend. If a candidate fails to appear at the Face-to-Face meeting, it will not bar him or her from the election.
- 9.5 **Final Ballot.** The ballot shall be finalized at the completion of the Face to Face. Once the ballot is finalized, the names of candidates cannot be removed.
- 9.6 **BOT Election Responsibilities.** The BOT must meet with the Election Committee twice to oversee the election process, once before the preliminary list is prepared, and another after the Face-to-Face meeting before the election.

- 9.7 **Notice of Final Candidate List.** The Election Committee shall re-notify Voting members, in writing or electronically, the names of the final nominees and their positions at least five (5) days before the Election Day.
- 9.8 **Election Day.** On the day of the election the Election Committee shall introduce the nominees to the members as part of the final agenda items of the General body meeting. The nominees shall address the Voting Members about their intended goals and contributions for ISCN. No question and answer will take place on the election day presentation. The General Body Meeting shall then adjourn. The election will take place immediately after the GB Meeting is adjourned with a single agenda of election. The quorum for the Election shall be one-third (1/3) of the total Voting Members on record of ISCN Membership roll. No absentee or proxy ballots shall be allowed.
- 9.8.1 **Candidate Decorum.** Candidates contesting the elections are not allowed in the voting area except to cast their vote. Any unnecessary interference by a candidate during the voting process may result in his or her disqualification by the BOT at the recommendation of the EC.
- 9.8.2 **Observation and Oversight of Election.** The BOT shall provide two (2) Observers to be present on premises on the day of election.
- 9.8.3 **Method of Voting.** Voting members may only vote on the premises of the ISCN during the day of Election either by paper ballot or electronically (using the password and ID provided to them, if electronic voting is used).
- 9.8.3.1 **Electronic Voting Systems.** If an electronic voting system is used, the company chosen for the electronic voting must be in business for at least 5 years with a good track record in conducting the same or similar elections.
- 9.8.4 **Counting Votes.** The votes cast shall be counted under the supervision of the EC. EC shall count the votes cast and declare the results within 24 hours of the end of the scheduled voting time. If the EC fails to declare the result within the 24-hour period, the EC shall report to the BOT with an explanation for reasons why results could not be tabulated. The BOT shall allow three (3) days to the EC to tabulate the results if circumstances allow for a correct tabulation. If the EC fails to declare results after the three (3) days extension, The EC shall report to the BOT with an explanation for reasons why results could not be tabulated. The BOT shall then allow four (4) more days to allow the EC to tabulate the results if circumstances allow for a correct tabulation. If the EC after the seven (7) days has failed to declare results, the BOT will dissolve the EC and the EC will surrender all documents including the tabulations to the BOT. Ballots may not be removed from the premises. The BOT will then decide whether to declare the winners of the election or to hold new elections as per sections 9.8.5 and 9.8.6. If the BOT decides to hold new elections, the incumbent BOD shall continue to hold office until the new elections are held.
- 9.8.5 **Announcing and Ratification of Election Results.** Within seven (7) days of the Election results being delivered to the BOT from the EC, the BOT along with the Member Ethics Committee (MEC) (see section 11.8.2) will announce and ratify the results or nullify the election.
- 9.8.6 **Nullification of Election Results.** If nullified, the subsequent elections will be held under the supervision of a new EC consisting of past EC members not part of the dissolved EC and conducting the election within thirty (30) working days using the same candidate list. No new candidates will be added to the list.
- 9.9 **Oath of Office.** After the election results are announced, the in-coming Board members shall take oath of office within ten (10) working days administered by the Religious Affairs Director (RAD) or the Imam of the Masjid (or in his absence, the Chairman of the EC). At that time the outgoing Board members shall cease to hold their offices and the incoming Board members will be deemed to have come into office.

- 9.10 **Transfer of Power.** Within fourteen (14) days of Election results are announced, the vested authority of the outgoing officers shall be transferred completely to the incoming officers in the presence of the incoming Chairperson of the BOT, according to the Transition Checklist prepared in advance.
- 9.11 **Meetings of the New Boards.** Within fourteen (14) days of Election results being announced, each individual board shall meet to assign committees and appoint officers and chairpersons.
- 9.11.1 **Facilitation of Transfer.** To effectuate an efficient transition, a joint session of the outgoing Elected Members and the incoming new members will be held within twenty-eight (28) days following the Election date.
- 9.12 **Bank Authorizations.** BOD Officer bank authorizations must be transferred within three (3) business days of the transfer of power. If Bank authorizations are not transferred to the newly elected Officers, the BOT may authorize a corporate resolution to effectuate bank signature changes.

ARTICLE 10: BOARD OF DIRECTORS (BOD)

- 10.1 **Purpose.** The Board of Directors is the steward of the Islamic Society of Corona Norco. The members of BOD are charged with overseeing ISCN's activities and effectuating the Vision, Mission and Goals of the organization. The BOD shall uphold the Bylaws of ISCN and promote the growth, stability, and wellbeing of ISCN.
- 10.2 **Organization.** The BOD shall consist of nine (9) members. The GB will directly elect the President, Secretary, Treasurer (collectively called the Officers), a sister for a Reserved Sister's Seat and five (5) members.
- 10.3 **Election of BOD.** The BOD members shall be elected in accordance with Article 9. Election for the BOD shall be held every two (2) years. The BOD members shall be elected for a two-year term, and such term shall terminate at the swearing in of the incoming board.
- 10.4 **Term of BOD Members.** The Voting members of the General Body will elect the members of the BOD for a term of two (2) years. No member shall serve for more than two (2), two (2)-year consecutive terms. Any BOD member, who has served two (2) two-year terms consecutively as a member of the BOD, shall not be eligible for election or appointment to the BOT or the BOD for a period of at least one term. If a member fills a partial term, as in the case of filling a vacancy or resignation, that partial term will be deemed as a full term. The member whose term is filled will also be deemed to have completed his or her term.
- 10.5 **One Office at a Time.** A BOD member can hold only one Officer's position on the board, namely, as President, Secretary, Treasurer. Also, at no time shall a member of the BOD hold more than one position simultaneously on the BOD and BOT.
- 10.6 **Reserved Seat.** While all BOD positions are open for the sisters, one BOD seat shall be reserved for a sister to head the Sisters' Committee. The Election Committee shall conduct elections for the following BOD positions: President, Secretary, Treasurer, Sister's Reserved Seat and Five (5) members.
- 10.7 **General Eligibility.** Any Member who has been a Voting Member for at least the last two (2) consecutive years (counted as of thirty (30) days prior to the election day) and has served for at least one (1) continuous year within the past eight years (8) on one or more committees of the board or committees formed by the ISCN BOT and BOD and meets all requirements specified in this Section and subsections will be eligible to be nominated for election to the BOD. Eligibility requirements for the Officers of the BOD have additional requirements pursuant to Section 10.7.2.
- 10.7.1 **Ineligibility.** The following conditions may result in ineligibility to become a BOD member:

- 10.7.1.1 **Previous Terms.** Any BOD member, who has served two (2) two-year terms consecutively as a member of the BOD, shall be ineligible for election or appointment to the BOT or the BOD for a period of at least one term.
- 10.7.1.2 **Landlord-Tenant Relationship.** Any Voting member who is an officer, director, employee, or owner of any entity that has a tenant-landlord relationship with ISCN shall not be nominated as a candidate for election to the BOD.
- 10.7.1.3 **Conflicts Eligibility.** A Voting member is ineligible to become a member of the BOD if he or she is affiliated with any entity that is in conflict with ISCN's Vision, Mission and Goal, Creed and Resources as stated in Article 2 above. Such a determination is solely within the discretion of the BOD.
- 10.7.1.4 **ISCN Employee.** Present employees of ISCN are not eligible to run for election for a BOD or BOT position. Employees who wish to run for a board position must resign from ISCN employment within 5 working days after the election day is announced.
- 10.7.1.5 **Restriction on Becoming Employed with ISCN.** Board Members are not eligible to become employees of ISCN while serving as a member of any of the boards of ISCN.
- 10.7.1.6 **Familial Relations.** The spouse, parents, children, or siblings of BOD members are not eligible to serve simultaneously on either of the governing Boards of ISCN (BOT and BOD).
- 10.7.2 **Eligibility Requirements for Officers**
- 10.7.2.1 **President Eligibility and Requirements.** A candidate for the President of the BOD shall meet the general eligibility requirements as stipulated in Sec.10.7, and, the individual shall be at least thirty (30) years of age, as of the date of Election, possess at least a Bachelor's degree or higher, have demonstrated leadership qualities, served at least one complete term on the Board of Directors (or the erstwhile Council) and shall have been a Voting Member of ISCN in good standing for at least five (5) consecutive years immediately preceding the date of elections.
- 10.7.2.2 **Secretary Eligibility and Requirements.** A candidate for the Secretary shall meet the eligibility requirements as stipulated in Sec.10.7 and must have effective writing and verbal communication skills in English, and shall have been a Voting Member of ISCN in good standing for at least three (3) consecutive years immediately preceding the date of elections and must have served two (2) years on a standing committee or a committee formed by the BOD or the BOT within the eight (8) years immediately preceding the date of elections.
- 10.7.2.3 **Treasurer Eligibility and Requirements.** A candidate for the Treasurer shall meet the eligibility requirements as stipulated in Sec.10.7, and must possess the understanding of financial principles and practices. To run for the position of the Treasurer a candidate shall have been a member of ISCN in good standing for at least three (3) consecutive years immediately preceding the date of election and must have served two years on a standing committee or a committee formed by the Board of Directors or the Board of Trustees within the previous eight (8) years immediately preceding the date of elections.
- 10.8 **Resignation.** A member of the BOD may resign upon giving written notice to the Secretary of the BOD, with a copy of such resignation to be noticed to the BOT, the resignation shall be addressed as an agenda item and the next board meeting and accepted.
- 10.9 **Vacancy.** Should any position remain unfilled after the election, the newly elected members of the BOD shall fill the position using the Vacancy Filling Procedure in Section 10.9.3, within forty-five (45) calendar days after the election.

- 10.9.1 **Causes of Vacancy.** A vacancy or vacancies in the BOD shall be deemed to exist in case of the death, disqualification, resignation, or removal of any BOD member. If the resignation is effective at some future time, a successor may be selected before that time.
- 10.9.2 **Sister Vacancy.** If the position of the sister elected for the reserved sister's seat becomes vacant, a sister who meets the BOD eligibility requirements shall fill that vacancy by applying the vacancy filling process in Section 10.9.3.
- 10.9.3 **Appointment of New BOD Members.** If any vacancy occurs in the BOD, it will appoint, within forty-five (45) days, a new BOD member by a simple majority vote of the BOD Members. (Special requirements for Officers are stipulated in section 10.9.4 and 10.9.5.). The pool of eligible candidates shall be derived from the list of voting members who satisfy the requirements mentioned in Section 10.7 and its subsections. The new BOD member shall serve the remainder of the term of the vacating member or until the next scheduled election for the vacated seat; however, if one spouse is already serving the BOD, the other spouse, parent, or the child of the sitting member will not be eligible to fill the vacancy. Upon serving the remaining term, the Voting member so selected to fill the vacancy shall be deemed to have served a full term regardless of the duration of the remaining term. The BOD may reassign responsibilities among the BOD members either before or after filling the vacancy.
- 10.9.4 **Officer Vacancy.** If a vacancy occurs in the position of the President, Secretary, or Treasurer, the remaining BOD members shall fill the vacancy by electing an eligible member from among themselves first, by a simple majority vote, and then fill the resultant vacancy by applying the vacancy filling process as described in the above section.
- 10.9.5 **President Vacancy.** If an eligible and willing member for the position of the President is not available among the remaining BOD members, then the BOD shall refer the matter to the BOT and select any BOD member as the interim President with a simple majority vote of BOT vote whether or not that BOD member satisfies the BOD President's requirements.
- 10.9.5.1 **Vacancy Appointment Deadline.** BOT shall appoint a suitable candidate as President within forty-five (45) calendar days by a simple majority vote of BOT members. The Appointee must, at a minimum, be among the ISCN voting members and meet the requirements of President of BOD.
- 10.9.6 **Absence of President.** If the President is unable to act due to absence or incapacity, the Secretary is authorized to call an emergency board meeting solely for the purpose of emergency action. Emergency actions may occur with the majority approval of the BOD. In the event the President remains incapacitated, the remainder of the BOD will appoint an interim President from among them to serve until the President regains capacity. If the BOD cannot appoint a President, the vacancy filling provisions in section 10.9.5 shall apply. In the case of unavailability of the President, the Board shall elect an interim President from among the Officers of the BOD until the President is available to serve again.
- 10.9.7 **President's Absence for Meetings.** If the President is unable to be present to preside over a meeting, the Secretary shall preside. If the Secretary is also not present, then the Treasure shall preside over the meeting.
- 10.10 **Board of Directors Meetings**
- 10.10.1 **Quorum and Frequency.** Regular BOD meetings must be held monthly at the ISCN Campus, in person, as determined by the BOD. Additional BOD meetings may be held as and when deemed necessary by the BOD. A simple majority of the BOD Members, excluding any vacant positions, shall constitute quorum for all BOD Meetings. A calendar of BOD Meetings shall be developed, updated monthly, and posted where it is accessible by all members.

- 10.10.2 **Alternative Place of Meetings.** Only in cases where the ISCN premises is unavailable, a special meeting of the BOD may be held, upon the consent of a simple majority of the BOD members, at any place within, or outside the State of California.
- 10.10.3 **Special Meetings of BOD.** A special BOD meeting may be held whenever the President of the BOD or a simple majority of the BOD members so called. A call for a special meeting must be in writing, signed by the person(s) so requesting, addressed, and delivered to the Secretary. The meeting notice must state the purpose of the meeting and no other ISCN business shall be conducted during the meeting. Special BOD meetings may be held upon at least four (4) working days' notice by first-class mail or a forty-eight-hour (48-hour) notice shall be given through an agreed upon mode of communication. Any such notice shall be delivered to each BOD member at a physical address or email address as available in the records of ISCN.
- 10.10.4 **Waiver of Notice for BOD Meetings.** If the majority of the BOD signs a waiver of meeting notice, the meeting may be held at any time. Also, notice of a meeting need not be given to any BOD Member who signs a waiver of notice or a written consent to hold the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice. All such waivers, consents and approvals shall be filed by the Secretary with the corporate records and made a part of the minutes of the meeting.
- 10.10.5 **Quorum for BOD Meetings.** A simple majority of the BOD Members then in office shall constitute a quorum for the transaction of business.
- 10.10.6 **Acts by the BOD.** Unless otherwise stated in these Bylaws, action taken, or decision made by a simple majority of the BOD Members present at a quorum met BOD meeting shall be regarded as the act of the BOD. Any agenda item added to the BOD meeting at the time the BOD meeting is held requires a majority vote of the members present at such BOD meeting to enact said agenda item.
- 10.10.7 **Lack of Quorum of BOD Meeting.** A meeting where the quorum requirement is initially met may not continue to transact business if BOD Members withdraw from the meeting resulting in a lack of quorum as defined in Section 10.10.5 above.
- 10.10.8 **Action by BOD without a Meeting.** Any action required or permitted to be taken by the BOD may be taken without a meeting if all members of the BOD individually or collectively consent in writing to the adoption of the resolution authorizing the action. The resolution and the consents thereto shall be filed with the minutes of the proceedings of the BOD. The action by written consent shall have the same force and effect as the unanimous vote of the members.
- 10.11 **Right of Inspection by BOD Members.** A BOD Member shall have the right of access for a reasonable purpose and for a reasonable interval, to the records, data, documents, and the physical properties of ISCN. However, only the officers shall have access to the confidential, privileged information, ISCN personnel records, student records, and anything that would be reasonably expected to be similarly confidential information. Any access of inspection, generally outside the scope of a BOD member's duties, shall require a formal request for permission approved by a majority vote of the BOD. Improper use or dissemination of the information so accessed shall result in a reprimand including, but not limited to, removal from the BOD. Records may not be removed from the ISCN property, copied, or reproduced in any form.
- 10.12 **Duties of the BOD.** The BOD is charged with the following duties, obligations, and responsibilities:
- 10.12.1 The BOD shall defend, uphold and promote ISCN's Vision, Mission and Goal, Creed and Resources as stated in Article 2.
- 10.12.2 The BOD is required to hold a joint meeting with the BOT within sixty (60) days after the election to discuss and develop the goals for the BOD to achieve during its term.

- 10.12.3 The BOD shall direct ISCN's business and activities and shall exercise all of ISCN's powers except those reserved to members by law or by these Bylaws.
- 10.12.4 The BOD shall collectively administer the affairs of ISCN in all things, and make or cause to be made for ISCN, in its name, any level of contract into which ISCN may lawfully enter.
- 10.12.5 The BOD shall have the power to authorize expenditures on behalf of ISCN for furthering the objectives of ISCN.
- 10.12.6 The BOD shall authorize the President, in the absence of the Treasurer, for writing disbursement checks on behalf of ISCN.
- 10.12.7 The BOD shall take such steps as they see fit to enable ISCN to acquire, accept, solicit or receive legacies, gifts, grants, settlements and or donations of any kind for the purpose of furthering the objectives of ISCN.
- 10.12.8 The BOD may create additional Committees to advance the work of ISCN. Such committees shall always be subject to the final approval and authorization of the BOD. The president shall have the authority to change the additional committee chairs on an annual basis.
- 10.12.9 The BOD shall have the power to remove or re-assign the Chairpersons of the committees as deemed necessary as required by Section 10.15.3.
- 10.12.10 The BOD may appoint individuals or engage employees other than school personnel, as it shall deem necessary and such appointed persons shall have authority as prescribed by the BOD at the time of such appointment.
- 10.12.11 The BOD shall have the power to approve all agreements involving real estate or material transactions involving personal property prior to being construed as binding on ISCN. The BOT shall affirm all such material transactions.
- 10.12.12 The BOD shall have the power to permit members of GB to add agenda items to the BOD Meetings provided the Secretary is given notice of such inclusion at least five (5) days prior to the BOD Meeting.
- 10.12.13 The BOD meetings shall be open to the GB members to attend as silent, non-voting observers but shall be requested to leave the BOD meeting when executive and sensitive issues are deliberated and decided upon in closed session. However, they may be allowed to speak with the permission of the presiding officer. Members will be asked to leave the meeting for unethical or unruly behavior.
- 10.12.14 The BOD shall develop and post a monthly Community Calendar in consultation with all relevant Committees and keep it accessible to ISCN Members.
- 10.12.15 The Officers of BOD shall review the list of candidates prior to being hired and shall assess any legal implications with regard to all cases of separation of paid employees on board. The BOD shall inform the BOT through the office of the President of BOD.
- 10.12.16 No BOD member shall serve on any School Staff whether paid or not.
- 10.12.17 All BOD members shall keep the BOD Officers informed of all potential legal matters as they arise.
- 10.12.18 The BOD shall not engage in any act of self-dealing.
- 10.12.19 The BOD shall not make any investments that jeopardize the tax-exempt status of ISCN within the meaning of Internal Revenue Code.

10.12.20 The BOD shall not hold or exercise any power or discretion that is in conflict with the provisions of Internal Revenue Code for 501 (c) (3) regulations, or with any specific provision of these Bylaws.

10.12.21 The BOD shall not collateralize any ISCN property for any purpose.

10.12.22 The BOD shall not take decisions individually but always collectively, supported with a majority agreement of the BOD in a quorum satisfied meeting.

10.12.23 The BOD shall not invest in stocks, bonds, high risk investments, or interest generating investments.

10.12.24 The BOD shall develop an organizational structure for paid employees of ISCN. It shall also develop the employment policies and procedures for hiring, termination and performance appraisal, if necessary. All paid employees shall be hired *at-will* and the ISCN BOD reserves the right to terminate employees at their lawful discretion.

10.12.25 BOD shall present the approved budget of BOD to the BOT for review and acceptance.

10.12.26 **In the event of a Federal, State or City declared crisis or pandemic**, the Board of Directors shall be authorized and empowered to take short-term actions necessary to ensure that the health and safety of the community members and the employees are not compromised. In such situations the board's role shall be to stay abreast of the issues and communicate the strategy and perspective, and the actions taken, to the entire community and all the employees. The Board of Directors may also take appropriate action necessary to safeguard the financial health of ISCN to ensure the continuity of the organization. All actions taken by the BOD shall be in compliance, and within the boundaries of these Bylaws, except the requirement for the General Body meetings which may be postponed.

10.13 **BOD Officer Duties**

10.13.1 **Duties of BOD President.** The BOD President:

10.13.1.1 Shall be the Chief Executive of the Society.

10.13.1.2 Shall be responsible for organizing the BOD meetings, in conjunction with the Secretary.

10.13.1.3 Shall consult with BOT before finalizing the GB agenda to add additional relevant agenda items from the BOT. The BOT shall have the right to add agenda items to the GB despite BOD objection.

10.13.1.4 Shall preside over all GB and the BOD meetings.

10.13.1.5 Shall call special meetings, as needed, in accordance with Section 6.4.

10.13.1.6 Shall enforce ISCN Bylaws, rules and regulations.

10.13.1.7 Shall present the BOD approved annual Budget to the BOT for ratification and acceptance and furnish any additional information or clarification by Budget line item to the BOT upon BOT's request.

10.13.1.8 Shall be an authorized signatory on all ISCN bank accounts.

10.13.1.9 Must co-sign with the Treasurer all disbursement checks worth \$5000.00 and above. Shall be authorized, in the event of the absence of the Treasurer, to sign checks worth over \$5,000.00 with the approval of a simple majority of the BOD.

- 10.13.1.10 Shall, with the BOD's majority approval, assume responsibilities of the Treasurer in the latter's absence.
- 10.13.1.11 Shall be responsible for the overall functioning of the various ISCN committees while empowering them and be generally aware of the work being done on ISCN premises.
- 10.13.1.12 Shall ensure that the ISCN property is used for its intended purpose.
- 10.13.1.13 Shall keep the Corona Muslim Community apprised of ISCN activities, challenges faced, and accomplishments made.
- 10.13.1.14 Shall serve as non-voting member of BOT, shall be the liaison between the BOD and BOT, shall present a report on BOD at every regular BOT meeting and shall cooperate fully with the BOT. Shall communicate informally with BOT as and when necessary to appraise the BOT about issues and challenges of BOD and the community at large.
- 10.13.1.15 Shall ensure that the Secretary maintains all legal documents of ISCN are kept in a safe and secured place on the ISCN Premises, such as a fire vault. Also, the President shall ensure the secretary maintains copies to be held off site.
- 10.13.1.16 Shall sign all such other papers of ISCN he or she may be authorized by these Bylaws or directed to sign.
- 10.13.1.17 Shall be the spokesperson and representative of ISCN, unless assigned otherwise, for interactions with external entities.
- 10.13.1.18 Shall perform such acts as may be necessary for the achievement of the long-term vision, plans, and established overall objectives of ISCN.
- 10.13.1.19 Shall annually appraise the performance of ISCN employees reporting directly to him or her, recommend changes to their remuneration and continued employment, and ensure that annual performance appraisals of other paid employees are done in a timely manner.
- 10.13.1.20 Shall present the Annual Report and the Strategic Plan put forth by the BOD to the GB.
- 10.13.1.21 Shall be responsible for the overall functioning of the various ISCN committees while empowering them and being generally aware of the work being done on ISCN premises.
- 10.13.1.22 Shall ensure that risks are identified, quantified and mitigated among the Officers to protect ISCN and its members from any potential loss.
- 10.13.1.23 Shall develop employee performance evaluation criteria consistent with the roles and responsibilities of each employee position, meet with every employee, and report to the BOD at the beginning of employee's employment and convey how their performance will be reviewed.
- 10.13.1.24 Shall extend cooperation so that the Audit process is followed and implemented.
- 10.13.1.25 Shall perform such other duties as may be prescribed by the BOD.
- 10.13.2 **Duties of BOD Secretary.** The BOD Secretary:
 - 10.13.2.1 Shall keep a complete record of all BOD Meetings. The minutes shall document and show how the decisions were made, who made the decisions, and shall make the minutes accessible to the ISCN members except in circumstances where confidential or legal matters are discussed. Approved meeting minutes shall be the official means of disbursement of the meeting proceedings.

- 10.13.2.2 Shall ensure all legal documents of ISCN are kept in safe and secured place on the ISCN Premises.
- 10.13.2.3 Shall sign all papers generally required to be signed by a secretary.
- 10.13.2.4 Shall send all notices required by law and by these Bylaws.
- 10.13.2.5 Shall present a report at the annual General Body meeting about all business pertaining to his or her office.
- 10.13.2.6 Shall keep complete membership records as updated by the Chair of the Membership Committee.
- 10.13.2.7 Shall maintain ISCN's Policy Manual.
- 10.13.2.8 Shall turn over all books and other properties belonging to ISCN within two weeks of his or her successor's election or appointment in the event of his or her replacement and shall cooperate fully with the BOT in the event of the dissolution of the BOD.
- 10.13.2.9 Shall prepare and circulate the BOD meeting minutes within seven (7) days of such held meetings.
- 10.13.2.10 Shall prepare the agenda for the regularly scheduled meetings in conjunction with the President and notify members at least five (5) days before the meeting.
- 10.13.2.11 Shall maintain official ties of ISCN with the State of California and the City of Corona and maintain non-profit status of ISCN with the federal and state governments.
- 10.13.2.12 Shall take minutes and present at every BOD meeting the minutes of the previous BOD meeting for approval.
- 10.13.2.13 Shall keep or cause to be kept at the principal office the original or a copy of ISCN's Articles of Corporation and Bylaws, as amended and updated.
- 10.13.2.14 Shall notify all BOD members regarding all BOD meetings.
- 10.13.3 **Duties of BOD Treasurer.** The BOD Treasure:
 - 10.13.3.1 Shall perform duties with respect to ISCN's finances in compliance with ISCN Bylaws and best practices of accounting.
 - 10.13.3.2 Shall develop detailed financial policies and procedures, approved by the BOD and enforce the same for sound handling of ISCN's financial matters.
 - 10.13.3.3 Shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements in the proper accounting system belonging to ISCN.
 - 10.13.3.4 Shall be responsible to deposit all monies and other valuable contributions in the name of or to the credit of ISCN in bank(s). In the case of securities, registered dealers shall be designated by the BOD.
 - 10.13.3.5 Shall disburse the funds of ISCN under the direction of the BOD 'in compliance with ISCN policies and procedures.

- 10.13.3.6 Shall maintain an account of all the transactions and render a statement of the financial position of ISCN to the BOD President and at the GB meeting and shall cooperate fully with the BOT in the event of the dissolution of the BOD.
 - 10.13.3.7 Shall sign all checks on behalf of ISCN, as authorized by the BOD, and co-sign and/or authorize with the President all disbursements worth \$5,000 or more.
 - 10.13.3.8 Shall be authorized, in the event of the absence of the President, to sign checks worth over \$5,000.00 with the approval of a simple majority of the BOD along with approval/co-signature of the BOT Chairman.
 - 10.13.3.9 Shall prepare an annual budget in cooperation with the Chairpersons of various Committees and submit it to the BOD within sixty (60) days before the beginning of the new fiscal year for BOD to approve the budget and submit it to the BOT for ratification and acceptance.
 - 10.13.3.10 If required, shall file periodically the necessary papers for City, State, and Federal taxes and statements.
 - 10.13.3.11 Shall prepare the financial report of the income and expenditures and present it to the BOD quarterly within 30 days of the subsequent quarter's end.
 - 10.13.3.12 Shall be a member of the fund-raising committee and participate in all fund-raising activities and keep full records of monies raised and collected.
 - 10.13.3.13 Shall present financials at the annual GB meeting. Financials shall be reviewed by the BOD and verified by an independent Chartered Public Accountant (CPA).
 - 10.13.3.14 Shall also perform such other financial duties as directed by the BOD and cooperate with the BOT in the process of external audits.
- 10.14 **Suspension, Resignation, and Removal of a BOD Member**
- 10.14.1 **Absences.** A BOD Member shall be suspended (and notified in writing, by the ISCN Secretary) as a member of the BOD if he or she fails to attend an aggregate of four (4) regular meetings of the BOD in the immediately preceding twelve (12) months or three (3) consecutive meetings. Should the member remain absent at the next BOD meeting, he or she shall be removed from BOD and the vacancy filled by Vacancy Filling Procedure.
 - 10.14.2 **For Cause by GB.** Any BOD Officer, namely, the President, Secretary or Treasurer may be removed for cause, including but not limited to fraud, felony conviction, moral turpitude or other causes defined elsewhere in these Bylaws, at any time, by a two-third (2/3) majority of the Voting members present at a GB meeting that meets quorum requirement. The resulting vacancy shall be filled using Vacancy Filling Procedure.
 - 10.14.3 **For Cause by BOD.** Any one of other BOD members may be removed for cause, including but not limited to fraud, felony conviction, moral turpitude or other causes defined elsewhere in these Bylaws by a two-thirds (2/3) vote of the entire remaining sitting BOD members.
 - 10.14.4 **Notice of Removal.** The decision to remove a BOD Member shall be conveyed to the affected BOD Member by the Secretary of ISCN with an explanation, and the BOT shall be informed simultaneously, within five (5) business days.
 - 10.14.5 **Resignation.** Any BOD member may resign at any time by giving written notice to the President of the BOD or the Secretary of the BOD, but without prejudice to the rights, if any, of ISCN under any contract to which the BOD member is a party. Any such resignation shall take effect on the date of

the receipt of such notice or a later date if specified therein; however, the acceptance of such resignation shall not be necessary to make it effective.

- 10.14.5.1 **Ineligibility to Run.** Any BOD member, who resigns while serving a term, shall not be eligible to run for or be nominated to any other board position of BOT for at least one year unless the resignation is caused by appointment to the BOT and acceptance by the BOD member.
- 10.14.6 **Appeal against Suspension/Removal.** The suspended/removed BOD member may file an appeal to the BOT, in person or in writing within ten (10) business days of being served removal notice. The BOT shall deliberate within ten (10) business days and render a decision within the next ten (10) business days. The decision of the BOT shall be final and binding.
- 10.14.7 **Dissolution of BOD.** All BOD Members may be removed for cause by a two-thirds (2/3) majority vote of all Voting members voted at duly held General Body Meeting. Upon such a majority vote for removal of all BOD members, the BOD shall be deemed dissolved, including the positions of the President, Secretary and Treasurer. The BOT shall be deemed to have temporarily assumed all powers erstwhile vested with the BOD as directors of the organization. New BOD elections must be held within ninety (90) days of such dissolution.
- 10.14.8 **Disputes Between Boards.** Any unresolved dispute within the BOD may be escalated to the BOT immediately. The BOT shall appoint a fact-finding committee comprising of one member from each Board, except for the individuals directly involved in the issue. This committee shall report its findings back to the BOT within a time stipulated by the BOT. The BOT shall render a decision within two (2) weeks of the fact-finding committee's report and such decision shall be final and binding, in its entirety.

10.15 BOD STANDING COMMITTEES

- 10.15.1 **Definition and Description.**
The term *Standing Committee* shall mean any committee as authorized by these Bylaws that is delegated for a specific task. These committees shall be authorized to take specific actions without further BOD approval within of the scope of that committee's purpose and function, and to make and implement decisions on behalf of the BOD, or to implement, with some degree of discretion, decisions of the BOD pursuant to guidelines established by the BOD.
- 10.15.2 **Operation of Committees.**
All Committees shall serve at the pleasure and direction of the BOD. The BOD may prescribe the manner in which proceedings of any committee may be conducted. In the absence of any such prescription, such a committee shall have the power to prescribe the manner in which its proceedings shall be conducted. All such proceedings shall require approval by the BOD. Minutes shall be kept of each meeting of each committee and copies forwarded to the Secretary for record-keeping.
- 10.15.3 **Chairpersons of Committees.**
The Chairperson of each BOD Committee shall be a member of the BOD. Any BOD member may serve in no more than three (3) Committees of which he or she can be Chairperson of no more than two (2). The incoming BOD President shall appoint the Committee Chairpersons for each of the Standing Committees from among the elected BOD members after due consultation with that BOD member. The BOD President shall remove or replace the Chairpersons of the Standing committees at his or her discretion at any time with or without cause.
- 10.15.4 **Organization of Standing Committees.**
The purpose of Committees is to assist the BOD in its decision-making process and manage the routine affairs of the different programs that the BOD has approved. All Committee Members shall

have equal voting rights, within the committee, except in the case of a member with a conflict of interest who shall recuse himself or herself from voting in the Committee.

10.15.5 Duties of the BOD Standing Committees. A Standing Committee shall:

- 10.15.5.1 Be chaired by a BOD Member
- 10.15.5.2 Appoint a Committee Treasurer when needed.
- 10.15.5.3 Prepare a schedule of events and meet regularly.
- 10.15.5.4 Submit quarterly reports to the Secretary.
- 10.15.5.5 Submit a yearly budget to the Treasurer.
- 10.15.5.6 Keep minutes of its meetings.
- 10.15.5.7 Adhere to these Bylaws.
- 10.15.5.8 Consist of a minimum of five (5) members and a maximum of nine (9) members, unless additional members are approved by the BOD
- 10.15.5.9 Communicate with relevant committees and boards to achieve its goals and missions.

10.15.6 BOD Standing Committees. The BOD shall maintain the following standing committees:

- 10.15.6.1 **Development and Construction Committee (DCC):** The Development and Construction Committee shall consist of a Chairperson and a minimum of four additional members not to exceed nine members, one of whom shall be a qualified, reputable, and professional subject matter expert. The purpose of DCC is to plan and get approvals for the development of the ISCN assets according to the needs of the Community. It will be responsible for the design, development, design approvals from necessary authorities, implementation, and interfacing with the constructional aspects of the approved plans.
- 10.15.6.2 **Fundraising Committee (FRC):** The Fundraising Committee will be responsible for developing and executing fundraising plans to support ISCN's building construction and other programs. It will also be responsible to reach out to appropriate human and financial resources at local, state, and national levels to raise the necessary funds for ISCN. All such funds collected shall be immediately transferred to the ISCN Treasurer.
- 10.15.6.3 **Finance Committee (FC):** The Treasurer of ISCN shall be a member of the Finance Committee but not the Chair. The Treasurer must diligently cooperate with the FC as it is entitled to all the financial data of ISCN. The purposes of the FC are to follow the financial policies and procedures for distribution of funds and follow financial policies and procedures for recording all ISCN financial transactions, review, and attest in reconciling ISCN books, report financial data and records to the BOD quarterly, keep current records of all monetary transactions, distribute yearly financial documents to contributors and employees.
- 10.15.6.4 **Information Technology Committee (ITC):** ITC shall ensure the integrity and confidentiality of ISCN electronic data and systems by protecting and maintaining that data and ISCN information technology structures. It shall also ensure that the relevant hardware and software are operational in order to facilitate ISCN activities. Its purpose shall be to utilize various information technology tools to support ISCN's programs and provide data as needed. It will also be responsible for providing the maximum publicity to all ISCN programs and activities using various avenues such as electronic announcements, flyers, bulletin boards, website presence, emails and phone.

- 10.15.6.5 **Membership Committee (MC):** The Membership Committee shall document and maintain ISCN membership status and promote membership by attracting new members, processing and maintaining membership application records in an efficient manner, and encourage members to participate actively in ISCN's programs. It will work closely with the Election Committee on matters pertaining to the membership status of ISCN members. In addition, the Secretary should not be the chairperson of this committee.
- 10.15.6.6 **Social Services Committee (SSC):** The Social Services Committee shall be responsible for recommending appropriate disbursement of the Zakat, Sadaqa and Fitra funds. It will also be responsible for developing and executing social services related programs to benefit the Community, such as, Visiting the Sick, Support Feeding the Hungry Program, Support the Orphanages and Support the Reverts. The Social Services Committee shall include at least one sister. The Imam or Associate Director of Religious affairs shall be an advisory member only and may not have voting rights within this committee.
- 10.15.6.7 **Sisters' Committee (SC):** The Sisters' Committee shall be headed by a Sister BOD Member who was elected for the Reserved Sister Seat and shall be composed of sisters only. With special focus on sisters' issues, the purpose of SC is to develop, promote, organize and conduct programs to enhance Islamic knowledge, values and culture. It will develop and execute activities to encourage sisters to participate actively in the development of the Community. It will actively support various programs of ISCN.
- 10.15.6.8 **Facilities and Security Committee (FSC):** The purpose of FSC is to ensure that all facilities are properly cleaned, maintained, and secured at all times. It is also responsible for ensuring compliance with City, County and State codes. It shall also be responsible for recommending safety measures to protect ISCN from fire, theft, vandalism, and other hazards.
- 10.15.6.9 **Programs Committee (PC):** The Purpose of the Programs committee is to develop programs which encourage, invigorate, educate, and unite the ISCN community. It shall explore and hold events that cover various areas including but not limited to, Islam, education, science and technology, and youth. PC should plan major and minor programs for ISCN on a regular basis, and invite outside speakers, as necessary. It will also be responsible for presenting to the BOD a list of future yearly activities within thirty (30) days of being appointed.
- 10.15.6.10 **Interfaith and Outreach Committee (IOC):** The purpose of IOC is to develop harmonious relationships with people of other faiths and promote the understanding of Islam among the Corona Norco community at large. The RAD and/or Imam shall play a vital role in this committee as they are trained in religious education and outreach. IOC should plan interfaith programs for ISCN on a regular basis, and invite outside speakers, as necessary.
- 10.15.6.11 **Religious Affairs Committee (RAC):** The Religious Affairs Committee shall consist of a Chairperson and a minimum of two additional members. The Religious Affairs Director and Imam shall be members of RAC. The RAC makes recommendations to the BOD concerning religious activities of the Society. The RAC conducts and assists in the development of religious activities on the premises and implements the BOD policy. The RAC assists in formulating, reviewing and recommending policies concerning implementing the Islamic activities and programs of ISCN. In principle, the RAC plans or assists in planning the following events: Daily prayers, Ramadan Taraweeh prayers, Eid Prayers, assignment of Friday Khatibs, assignment of leaders for daily prayers, implementation of Islamic education and other religious programs designed to promote Islamic, moral, and ethical values.
- 10.15.6.12 **Youth Services Committee (YSC):** The Youth Services Committee shall consist of a Chairperson, a Youth Coordinator for Boys, and a Youth Coordinator for Girls. Both Youth units (Boys and Girls) will be responsible separately for their programs as counseled and supervised by the respective Youth Coordinators. Both Youth units shall strive diligently to

project and promote the positive image of the Muslim youth within the ISCN community and the Muslim Ummah at large.

- 10.16.6.14 Education Committee (EC):** The Education Committee shall consist of a chairperson, an appointed school coordinator (paid, non-voting), and a minimum of five (5) members. The primary function of the Education Committee shall be to administer, coordinate and enforce ISCN Bylaws and federal and state educational laws. As such, the Education Committee shall be responsible for establishing policies that promote educational quality throughout ISCN schools, defining the fundamental mission of the ISCN's educational system and developing long-range goals. EC shall also be responsible for identifying and selecting the foundational educational and management system for ISCN and developing the job description of the school coordinator. The Education Committee shall provide administrative oversight relative to all the school systems policies and play a central role in establishing systems and processes to ensure the school system's fiscal accountability and shall also include and consult RAD for meetings involving Islamic Education. The Education Committee shall work with the school coordinator and seek the advice and input from the school principals and the Parents-Teachers Association (PTA) representatives.
- 10.15.7 **Committee Budgets.** The Chairperson of each Committee shall be responsible for presenting to the Treasurer a budget for his or her committee within thirty (30) days of being appointed. The budget for each Committee shall be approved by a majority vote of the BOD members.
- 10.15.8 **BOD Special Committees.** To promote efficient handling of BOD matters, the BOD may appoint various special committees other than Standing Committees. These committees shall perform tasks solely in accordance with the duties and powers specifically delegated by the BOD. Committees of the BOD may be appointed by resolution passed by a simple majority of the entire BOD. Committees shall be composed of a BOD member as Chairperson and include other members of ISCN and shall have such powers as may be expressly delegated to it by the resolutions of the BOD.
- 10.16.9 **Experts.** The Chairperson of any committee may enlist the expertise and knowledge of other individuals within the community or outside to increase the prospects of successfully executing programs and projects.
- 10.16.10 **Limitation of Committee Chairperson.** No BOD member shall be Chairperson of more than two (2) Standing Committees. However, in the event of creation of ad hoc or special time-limited Committees, a BOD member may head more than two committees. If the Chairperson is no longer a member of BOD, new appointees from among the rest of BOD or a newly appointed vacancy-filling BOD member will be eligible to fill the vacated Chairperson's position. Every BOD member shall Chair at least one Committee.
- 10.16.11 **Committee's Actions and Recommendations.** Committee actions and recommendations shall be effective only after a majority approval of the committee and the approval is documented in the committee minutes. The actions and recommendations of a Standing Committee shall be honored and carried out as long as the decision does not conflict with these Bylaws. The BOD may reject Standing Committee recommendations by a simple majority vote.
- 10.16.12 **Limitations upon Standing Committees.**
- 10.16.12.1** All Committees shall serve at the pleasure of the BOD. No committee shall have any of the authority of the BOD with respect to the following:
- 10.16.12.2** The approval of any action for which the Law also requires approval of the General Body or approval of a majority of the General Body.
- 10.16.12.3** The filling of vacancies on the BOD.

- 10.16.12.4** The amendment or repeal of Bylaws or the adoption of new Bylaws.
- 10.16.12.5** The amendment or repeal of any resolution of the BOD, which by its express terms is not alterable.
- 10.16.12.6** The appointment of other committees of the BOD or the members thereof, if such committee will have the authority of the BOD.
- 10.16.12.7** The approval of any self-dealing transaction, except that when it is not reasonably practical to obtain approval of the BOD prior to entering into such a transaction, a committee authorized by the BOD may approve the transaction in a manner consistent with the Law subject to ratification by a majority of the BOD Members then in office (without counting the vote of any interested BOD Member) at the next meeting of the BOD.
- 10.16.12.8** The standing committees shall operate within the approved budget, additional funding or expenditure shall be submitted to the board for approval.

ARTICLE 11: BOARD OF TRUSTEES (BOT)

- 11.1 **Purpose.** The BOT shall promote the vision, mission, and creed of ISCN. The BOT shall provide a layer of stability by being the oversight body over ISCN to ensure compliance with ISCN Bylaws.
 - 11.1.1 **BOT Organization.** The Islamic Society of Corona-Norco (ISCN) shall have a Board of Trustees (BOT) composed of Five (5) persons elected by the Voting Members of the General Body of the ISCN. In addition to the Five (5) elected members of the BOT, the President of the ISCN BOD shall attend all BOT meetings. The President of the BOD shall not have any voting privileges at the BOT meetings.
 - 11.1.2 **Assumption of Authority.** The BOT will also be empowered, in the event of dissolution of the BOD, or en masse resignation of the ISCN BOD, to assume temporary administrative and operational responsibilities while simultaneously applying the vacancy filling procedure as defined in 10.9. The BOT must immediately appoint an interim President of the BOD during the vacancy filling procedure.
- 11.2 **Eligibility Of BOT**
 - 11.2.1 **General Eligibility.** Only those Voting Members will be eligible for BOT positions who have maintained continuous ISCN membership in good standing for the last eight (8) years and have served at least two (2) years as a member of the BOD or Council, or four (4) years as member of erstwhile BOE, provided they abide by other relevant stipulations of ISCN Bylaws.
- 11.3 **Ineligibility of BOT**
 - 11.3.1 **Employment with ISCN.** No employee of ISCN whether part-time or full-time, paid, or unpaid, shall be eligible for election or appointment as a member of the BOT. In order to be eligible for election or appointment to the BOT, a former employee must have ceased employment with ISCN for at least one (1) year prior to such election or appointment and meet the requirements as stated in Section 11.2.1.
 - 11.3.2 **Subsequent Employment.** Any BOT Member, who becomes an employee of the ISCN or of any constituent institution of ISCN, or whose spouse, parent, aunt, uncle, siblings, or child is elected or appointed to the BOT or becomes such an employee, shall be deemed thereupon to have resigned, effective immediately, from the BOT. An incumbent trustees' immediate family members (their spouse, parents, aunts, uncles, siblings, and their children) shall not be eligible to run for BOT positions.

- 11.3.3 **Landlord-Tenant Relationship.** No Voting member who is an officer, director, employee, or owner of any entity that has a tenant-landlord relationship with ISCN shall be nominated as a candidate for election to the BOT.
- 11.3.4 **Multiple Boards.** No person may serve simultaneously as a member of both the BOT and BOD. Any Trustee who is elected or appointed to the BOD shall be deemed to have resigned as a Trustee effective as of the date that the person's term commences as a member of the BOD.
- 11.3.5 **Familial Relations.** The spouse, parents, aunts, uncles, children, or siblings of any Board member shall not serve simultaneously on any Board.
- 11.4 **Election of BOT.**
- 11.4.1 **General Body Election.** The members of the BOT will be elected by the Voting members of the General Body in an election managed by the Election Committee appointed pursuant to Article 9.
- 11.4.2 **Staggering of Seats.** Five (5) trustees shall be elected. Initially, three (3) trustees will be elected for a four (4) year term, and two (2) trustees for a two (2) year term. The three (3) elected trustees with the most votes will be assigned the four-year term, the remaining two (2) elected trustees will assume the two-year term. After the initial period comes to a complete cycle, all BOT members shall serve a 4-year term and are to be elected every two (2) years. They will select a chairperson from among themselves for a period of no more than two (2) years and he or she shall not be eligible to chair for more than two consecutive two (2) year terms. To enable quick transition, the selection of the new Chairperson of BOT shall occur within seven (7) days of the Election. Function of the BOT Chairperson If the Chairperson is unable to function in that capacity (thereby causing a vacancy), the remaining trustees shall choose a new Chairperson from among themselves to serve the remaining term of the vacating Chairperson. A new BOT member will be chosen under the vacancy filling procedure to serve the remaining term of the trustee who has been newly chosen as Chairperson. Every two years there will be elections for the BOT for three (3) or two (2) staggered open positions as the case may be.
- 11.4.3 **Multi-Term Limits.** BOT members may not serve for more than 2 consecutive terms.
- 11.4.4 **No Hierarchy.** Since the Voting members elect the BOT Members, they will be deemed on par with each other with no implied or explicit hierarchy.
- 11.4.5 **The BOT Chairperson Responsibilities. The BOT Chairperson:**
- 11.4.5.1 Shall be responsible for the administrative functions of the BOT, including, but not limited to, communicating meeting dates and venues, presiding over the BOT meetings, and writing and maintaining minutes of the meetings, through delegation to another BOT member, if needed.
- 11.4.5.2 Shall be a formal signatory to all ISCN bank accounts and shall invoke the authority to operate the accounts only in the event of the dissolution of the ISCN BOD. Shall appoint a temporary Treasurer to take care of the fiscal needs of the ISCN in the event of the dissolution of the ISCN BOD until a new BOD is elected.
- 11.4.5.3 Shall have temporary authority, in the absence of the President, for co-signing disbursement checks, along with the treasurer, for amounts exceeding \$5,000.00. Such authorization shall not exceed the total amount of \$25,000.00 in any 30-day period.
- 11.4.5.4 Under no circumstances shall the Chairperson of the BOT operate any bank account unless the BOD is dissolved, and the Chairperson is so authorized by the BOT. In such situations, the BOT Chairperson may only issue checks up to the limit of \$5,000 per check and shall not issue checks

worth more than \$25,000, in aggregate, in any thirty (30) day period. The BOT chairperson may issue checks only till such time as the BOD is restored or a temporary treasurer is appointed.

11.4.5.5 Shall be the custodian of all records of the Board of Trustees.

11.5 **BOT Conduct of Business**

11.5.1 **Quorum.** A quorum of the BOT meeting shall consist of a simple majority of the members of the BOT then present, excluding the President of the BOD. BOT members may appear remotely but will not be counted as part of the quorum requirement. Any decision taken in such a meeting, unless otherwise specified in these Bylaws, will require the vote of a simple majority of the Trustees present including remote appearances if and only if in person quorum was met as required in this section.

11.5.2 **Voting in BOT.** All members of the Board of Trustees may vote on all matters brought before the BOT for consideration. No Trustee may vote by proxy.

11.5.3 **Meeting Decorum.** Except as modified by specific rules and regulations enacted by the Board of Trustees, Robert's Rules of Order Newly Revised (latest edition) shall constitute the rules of the parliamentary procedure applicable to all meetings of the Board of Trustees.

11.5.4 **Meeting Chair.** The Chairperson shall preside over all regular, special, and emergency meetings of the BOT. In the absence of the Chair, a presiding officer shall be chosen by and from among the membership of the BOT.

11.6 **Duties of the BOT**

11.6.1 The BOT shall maintain communication through the President of BOD to keep itself updated with ISCN's activities, plans, progress, and challenges. The BOT shall review the minutes of the Board meetings for compliance with ISCN Bylaws and seek clarification as needed. The BOT shall refrain from taking part in the day-to-day administrative and operational duties being performed by the BOD.

11.6.2 The BOT shall review and decide unresolved matters between members of BOD and other unresolved ISCN matters referred by the BOD. It will appoint a fact-finding committee consisting of one member from each Board (BOT and BOD). This committee shall report back to the BOT. The BOT shall have the right to request and receive any or all relevant records from any or all resources to assist in its deliberations to arrive at an objective decision. BOT's decision rendered within two (2) weeks thereafter shall be final and binding on all parties concerned.

11.6.2.1 The BOT shall review and decide only those matters of dispute that are deferred by a simple majority vote of the BOD members in office or issues not resolved by the BOD within three (3) consecutive meetings.

11.6.3 The BOT shall excuse, in the interest of avoiding conflict of interest, any member of the BOT or BOD, if necessary, during relevant, sensitive deliberations.

11.6.4 The BOT shall appoint members of the Election Committee and the Bylaws Committee for terms as deemed necessary. The Election Committee shall consist of at least five (5) members selected from the Voting members' list. No member of any board shall be on the Election Committee.

11.6.5 Matters referred by BOT to the BOD shall be acknowledged within three (3) days by the BOD. The matter shall be discussed in the next BOD meeting and response made back to BOT within a week of such a meeting. If a decision is not made, they shall call a special meeting within seven (7) days and respond to the BOT with their decision.

- 11.6.6 The BOT shall approve all the material transactions of the BOD's approved agreements regarding real estate or ISCN property.
- 11.6.7 To ensure a high level of fiscal security and to provide safeguards that protect both the Trustees and the Board of Directors in fiscal matters, the Board of Trustees, while taking no part in the decision-making process, must approve all single non-budgeted expenses over twenty-five thousand (\$25,000).
- 11.6.8 For any matter escalated to the BOT, the BOT's decisions and dispositions regarding that matter shall be deemed final and binding on all parties involved.
- 11.7 **BOT Meetings**
- 11.7.1 **Regular Meetings.** The BOT shall meet at least once every two (2) months. These meetings shall be scheduled on such dates as determined by the BOT. A notice specifying the time and place of each regular meeting of the BOT shall be notified by the Chairperson to each member of the BOT and the President of BOD at least ten (10) calendar days in advance of the meeting date. Any business matter may be considered at a regular meeting.
- 11.7.1.1 **Postponement of Regular Meeting.** The Chairperson may consider requests by a Trustee or Trustees to postpone the date and time of any regular meeting to enable productive participation of the BOT (including President of BOD) members.
- 11.7.2 **Special/Emergency Meetings of BOT.** The Chairperson may call a special meeting of the BOT. A special meeting of the BOT may also be called with the written request to the Chairman of the BOT by a simple majority of the BOT members giving at least seventy-two (72) hours advance notice.
- 11.7.2.1 **Special Meeting Notice.** A notice specifying the time and place of a special meeting shall be communicated by mail, email, fax, or telephone by the Chairperson or assignee to each member of the BOT so that it is received at least three (3) calendar days in advance of the meeting date, however, forty-eight (48) hours' notice may be given by telephone, fax, or email when, in the opinion of the Chairperson, an emergency exists.
- 11.7.2.1.1 **Notice of Agenda.** A copy of the agenda of each special meeting of the BOT shall be sent to each member of the BOT, including President of BOD, at least twenty-four (24) hours before the special meeting; For emergency meetings, the purpose of the meeting must be communicated, and an agenda shall be presented at the meeting.
- 11.7.2.2 **Emergency Meeting.** When deemed necessary, the Chairperson may conduct an emergency meeting of the Board of Trustees, without prior notice and if necessary, via electronic means, provided that the arrangements for such meetings comply with the applicable State laws.
- 11.7.3 **Joint Board Meetings**
- 11.7.3.1 **Purpose.** The purpose of the Joint meetings is to develop the goals of ISCN and also review past, present, and future performance.
- 11.7.3.2 **Chair.** The Joint Meetings of BOT and BOD shall be called and presided over by the Chairperson of the BOT.
- 11.7.3.3 **Frequency.** The BOT shall hold Joint Meetings with BOD to review and discuss their two-year goals every six months in a Joint Meeting format.
- 11.7.4 **Agendas of BOT Meetings**

- 11.7.4.1 **Agenda Preparation.** The Chairperson shall prepare the agenda for every meeting of the Board of Trustees. Except for special or emergency meeting, every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed together with any supporting documents, with the Chairperson at least four (4) days in advance of the meeting to permit the Chairperson to determine the propriety and practicality of including that item on the agenda for the meeting.
- 11.7.4.2 **Agenda Items.** Any member of the BOT may present, at any regular quorum complying meeting of the BOT, any item whether or not the same is on the agenda of the meeting. No final action shall be taken on an item not previously on the agenda except by the unanimous consent of the BOT members present.
- 11.7.4.3 **Notice of Agenda.** At least two (2) days prior to each regular meeting of the BOT, a copy of the agenda, including, if practical, copies of all minutes, reports and other written materials to be presented at the meeting, shall be submitted (mailed or emailed) to each member of the BOT (including President of BOD).
- 11.7.4.4 **Written Opinions.** The Trustees may submit in writing their inputs for consideration on any and all matters on the agenda, however, such inputs will not entitle them to vote by proxy nor will they be counted towards quorum requirement unless physically present.
- 11.7.5 **Minutes of BOT Meetings**
- The Chairperson of the BOT:**
- 11.7.5.1 Shall be responsible for ensuring that the minutes of all meetings of the BOT are taken.
- 11.7.5.2 Shall be responsible for preserving all minutes, papers, and documents pertaining to the business and proceedings of the Board of Trustees.
- 11.7.5.3 Shall transcribe or arrange to transcribe the BOT meeting minutes and send a copy to each member of the BOT (including President of BOD) and send approved minutes of the BOT meetings to all members of the BOD.
- 11.7.6 **BOT Executive Session.** The BOT may decide by a vote of a majority of the members present, to keep the meeting closed to the members of ISCN in cases when sensitive issues will be discussed.
- 11.8 **BOT Committees**
- 11.8.1 **Bylaws Committee.** The Bylaws committee (BLC) shall be a standing committee consisting of the Chairman of the BOT (or his/her designee from the BOT) and one (1) member from the BOD, and at least four (4) other members selected from the Voting members' list. The chairperson for the Bylaws Committee (BLC) must be a member of the BOT. Its function is to assist the BOT in navigating the Bylaws to achieve proper oversight and compliance.
- 11.8.2 **Member Ethics Committee.** The Member Ethics Committee (MEC) shall be a standing committee of the BOT. It will be responsible for investigating ethical violations of ISCN members, except board members, and forwarding the recommendation to the BOT for further action. It shall be an independent committee of five (5) members appointed for a two-year (2) term by the Board of Trustees (BOT) from the pool of ISCN voting Members. It shall not include any BOT or BOD members. The committee will select a chairperson from among themselves. The proceedings of this committee shall be confidential. This committee shall not have any authority of the BOT.
- 11.8.3 **Election Committee:** Shall be a committee created by the BOT for the purpose of conducting the elections of the Boards of ISCN. No member of the EC so appointed shall be eligible to be a candidate for any board position for the election period for which the committee is formed. It shall be an independent committee of five (5) members, including the Committee Chairperson, and shall

- not include any BOT or BOD members. If any appointed member resigns from this committee, the EC Chairperson may appoint a qualified replacement, if necessary.
- 11.8.4 **Other Committees.** The BOT may also appoint other ad hoc committees as and when needed. Such appointed committees shall neither be in conflict with nor duplicate the committees appointed by the BOD. All such appointed committees shall report directly to the BOT.
- 11.8.5 **Restriction on Committee Participation.** No member of BOT shall serve as Chairperson of any committee appointed by the BOD, however, the BOT members may serve as members of the BOD appointed Committees.
- 11.9 **Right of Inspection by BOT Members.** A BOT Member shall have the right of access for a reasonable purpose and for a reasonable interval, to the records, data, documents, and the physical properties of ISCN except for Confidential, privileged information, ISCN personnel records, student records, and anything that would be reasonably expected to be similarly confidential information. Any inspection generally outside the Scope of a BOT member's duties shall require a formal request for permission with a majority vote of the BOT for such access. Improper use or dissemination of the information so accessed shall result in a reprimand including, but not limited to, removal from the BOT. Records may not be removed from the ISCN property, copied, or reproduced in any form.
- 11.10 **Compensation.** The Trustees shall not receive any compensation for their services as Trustees (except reimbursement for reasonable and pre-approved expenses as per administrative policies and procedures).
- 11.11 **BOT Vacancies**
- 11.11.1 **Vacancy.** Any vacancy in the membership of the Board of Trustees that arises because an elected or appointed Trustee has ceased to serve, may be filled by appointment by the BOT for the remainder of that Trustee's term provided he or she meets the eligibility criteria in Section 11.2 and its subsections.
- 11.11.2 **Vacancy By Absence.** Whenever a Trustee shall, for any reason, be absent for two (2) regular meetings in a twelve (12) month period, that Trustee's position shall be deemed vacant, and the rules of filling vacancies shall be applied.
- 11.12 **Removal of BOT Member**
- 11.12.1 **Removal for Cause by the BOT.** Any member of the BOT may be removed for cause by an eighty percent (80%) vote of the full remaining sitting members of the BOT. The affected BOT member shall be given an opportunity to defend his or her position by way of appeal. A removed member has five (5) days from the notice of removal to submit, in writing, a request for appeal against the BOT's decision to the Chairman of the BOT. The BOT chairperson shall forward the appeal request to the Secretary who shall call a Special General Body Meeting within thirty (30) days. The quorum shall be one-third (1/3) of all Voting Members on record and a simple majority vote shall confirm the vote. The decision of the GB will be final and binding.
- 11.12.2 **Dissolution of BOD**
- 11.12.2.1 **Recommending Dissolution.** The BOT shall have the right to recommend to the General Body to dissolve the BOD with provable and obvious violations and or lack of adherence to the Bylaws as per the provisions of section 10.14.7. Only upon the required affirmative vote by two third (2/3) majority of the voting members of record to remove the BOD, the BOT shall be deemed to have acquired forthwith the authority to temporarily take over the administrative and operational responsibilities of the BOD.
- 11.12.2.2 **Dissolution of BOD.** In case of dissolution of the BOD, the BOT shall immediately appoint the officers of the Interim BOD. The BOT will form an interim BOD within (30) days of taking such

charge. This Interim BOD will administer the affairs of the ISCN until the next scheduled BOD elections.

ARTICLE 12: ISCN YOUTH

- 12.1 Youth Service Committee.** The ISCN Youth Service Committee (see Sec. 10.15.6.12) shall be headed by a BOD member. Two separate units, one for Boys and the other for Girls will be formed, each supervised and counseled by an individual Youth Coordinator.
- 12.2 Youth Coordinator.** If needed ISCN shall hire a Youth Coordinator for the benefit of the youth.
- 12.3 Youth Boards.** Units will consist of minimum 8 members each of girls' and boys' units. Each unit will elect its President, Secretary and Treasurer under the supervision of the Youth Coordinator and Youth Services Committee Chair. The Presidents of each youth unit shall attend the BOD meetings as a non-voting member as needed or requested by the BOD.
- 12.4 Religious Affairs Director Guidance.** The RAD (when on staff) shall provide guidance and supervision in coordinating the activities of the Youth Services Committee, specifically to guide the committee in developing suitable programs to engage the youth in Islamic values.
- 12.5 Program Development.** Each unit will develop and execute its own programs with possible joint Youth programs, keeping in mind the ISCN's vision, mission and goal and the provisions of the Bylaws.
- 12.6 Positive Image.** Both units shall strive diligently to project and promote the positive image of the Muslim youth within the ISCN community and at large.
- 12.7 Absence of Coordinators.** In the event of an absence of the Youth Coordinator(s) the RAD shall assume the responsibilities of the coordinator(s).
- 12.8 Youth Membership Eligibility**
- 12.8.1 Age and Residency.** Meeting the general residential requirements as mentioned in Sec. 5.1, the age for the youth membership shall be defined as those between the ages of 13 years to 17 years.
- 12.9 Youth Membership Fees.** Membership Fees for all youth shall be discounted at the discretion of the Membership Committee until they reach eighteen (18) years of age after which they will be required to pay appropriate regular membership fee to be deemed in good standing.
- 12.10 Membership Status and Change.** Youth members shall complete an Associate Member application once he or she reaches the age of 17. A change in membership is not automatic.

ARTICLE 13: ISCN RELIGIOUS AFFAIRS DIRECTOR (RAD) and IMAM

The BOD shall have the authority to fill the positions of the Religious Affairs Director and the Imam as needed. The BOD may fill only one or both positions.

- 13.1 Religious Affairs Director (RAD)** .Religious Affairs Director (RAD) is a senior level position reporting to the President of ISCN. The RAD shall be responsible for the day-to-day religious administration in conformance with the job description included in the RAD's employment agreement. The RAD shall work directly with the BOD to implement the actions of the BOD. While supervising the Imam of ISCN, the RAD shall work with the Imam of ISCN to ensure that all religious affairs are conducted within the guidelines set forth by the BOD and these Bylaws of

ISCN. The responsibilities that fall under this position range from community related duties to interfacing with mainstream society, interfaith groups and the Muslim Ummah at large. Leading the prayers, as needed, in the absence of the Imam, lecturing, teaching, supporting ISCN schools when needed, speaking, and participating at official functions are examples of such responsibilities. The RAD shall present a report to the BOD at least once a quarter.

- 13.2 Imam.** The imam shall belong to one of the four Sunni schools of thought and report directly to the Religious Affairs Director. The *Imam* is the spiritual leader of the community whose duty shall be to lead the faithful in prayer, give Khatiras, conduct marriages and funerals as required, and help advance ISCN's mission, goal, and creed among the Muslim community in Corona-Norco and the adjoining communities. Avoiding any conflict of interest, the Imam shall promote, preserve, and protect the identity and integrity of ISCN. When the Religious Affairs Director is not available or the position of RAD is not filled, the Imam shall report to the President of the BOD
- 13.3 Role.** The BOD, in consultation with the BOT, shall be responsible for developing or modifying the job descriptions and hiring the Religious Affairs Director (RAD) and or the Imam on an *at will* basis, pursuant to employment agreements. Being employees of the ISCN, neither the RAD nor the Imam shall be a member of BOD.
- 13.4 The RAD and the Imam** shall only take positions that are in conformance with the decisions of the BOD and adhering to the ISCN's policies and the Bylaws. The RAD and the Imam shall direct their inputs through their respective reporting authority.
- 13.5 Compensation.** The compensation of RAD and the Imam shall be set by the BOD in accordance with their experience, skills, education, and such other factors as the BOD deems relevant.
- 13.6 Availability Requirements.** The positions of RAD and or the Imam require working odd hours to accommodate the religious requirements and for partnering with the ISCN BOD to achieve ISCN's mission and goal.
- 13.7 Duties.** They shall provide Islamic religious guidance to the Muslim community of Corona-Norco and surrounding areas according to the Quran and the Sunnah of the Prophet Mohammad (Sallallahu Alaihi Wa Sallam). The RAD and the Imam shall not endorse any candidates running in ISCN elections and must maintain a neutral stand for the benefit of all members of the community.
- 13.8 Removal of RAD or Imam** In consultation with the BOT, the BOD may remove the RAD and or the Imam by a two-third (2/3) majority of the entire BOD, then in office, with no recourse to appeal by the RAD or Imam because the appointments are at will.

ARTICLE 14: FINANCES

- 14.1 Contracts, Loans and Donations**
- 14.1.1 Contracts.** The BOD may authorize any officer or officers with a simple majority vote of the entire BOD, to enter into any contract and to execute and deliver any instrument in the name of and on behalf of ISCN and such authority may be general or confined to specific instances. All such contracts shall be approved by the BOD with a simple majority vote of the entire BOD before it is executed.
- 14.1.2 Loans.** No loan shall be contracted on behalf of ISCN and no evidence of indebtedness shall be issued in its name unless authority is specifically given by a resolution of the BOD. Such authority may be general or confined to specific instances. No loans may be made to any member of ISCN, including the members of the BOD or BOT,
- 14.1.2.1 Loan Restrictions.**

- 14.1.2.2 ISCN shall not make any loan of money or property to, or guarantee the obligation of, any BOD or BOT Member or any member of ISCN.
- 14.1.2.3 Any other loans to parties other than the Board members in the amount of over Five Thousand Dollars (\$5,000.00) must be approved by a simple majority of BOT.
- 14.1.2.4 No ISCN property shall be collateralized in negotiating any loan or transaction.
- 14.1.3 **Acceptance of Funds.** Notwithstanding the violation of the Bylaws of ISCN and its policies, or the laws of the State of California or the United States of America, the BOD may accept any contributions in any form from any source on behalf of ISCN.
- 14.1.4 **Conditional Donations.** No conditional donations shall be accepted except for specific improvement of ISCN facilities or services subject to approval by a majority of the BOD members.
- 14.1.5 **Refusal to Accept Funds.** ISCN reserves the right to refuse any donation for any reason.
- 14.2 **Usage of Funds.** Funds collected for expanding and maintaining ISCN shall be used for that expressed purpose.
- 14.3 **ISCN Budget**
 - 14.3.1 **Preparation of Budget.** The BOD Treasurer shall prepare the annual Budget as per Sec. 10.13.3.9. and present it to the BOD.
 - 14.3.1.1 **Ratification of Budget.** The BOD shall approve the ISCN Budget within two (2) weeks thereafter and present it to the BOT for ratification and acceptance.
 - 14.3.1.2 **Automatic Acceptance.** If BOT does not ratify and accept the Budget after three (3) weeks, the Budget as presented shall be deemed automatically accepted.
 - 14.3.1.3 **Clarification of Budget.** Within the first 10 days after receiving the budget, the BOT may ask for clarification. The BOD Treasurer shall furnish additional information or clarification within 5 days.
 - 14.3.1.4 **Budget Review After Clarification.** Once BOD furnishes the additional information and clarification, the BOT shall review, ratify and accept the Budget within fourteen (14) days. If the BOT does not ratify and accept the Budget within the aforementioned (14) days' extension, then the Budget as presented shall be deemed to have been automatically accepted.
 - 14.3.2 **Delayed Budget.** If BOD does not present a formal Budget within the allotted time per the Bylaws, only operations related items will be permitted to be expensed for no more than a quarter into the term of new BOD. Any new or extraneous items shall not be allowed to be expensed until the Budget is presented, reviewed, and approved in its entirety.
 - 14.3.3 **Over Budget Items.** The BOD must give additional approval for any line item that exceeds the approved budget by 20%.
 - 14.3.4 **Presentation of Budget.** The approved budget shall be presented at the following General Body meeting in a budget vs. actual expenditure report.
- 14.4 **Types of Accounts and Disbursement of Funds**
 - 14.4.1 **General Funds Accounts.** General Funds Accounts shall be interest-free checking accounts at United States banks in the name of ISCN. The Treasurer shall operate this account. In his absence, the President may be authorized to operate this account temporarily. Unless so authorized, the

signatures of both the Treasurer and the President shall be required for any withdrawals in amounts equal to or in excess of \$ 5,000.00 from these accounts. The Expense Accounts will be reviewed on a regular basis by BOD. ISCN shall seek only non-interest-bearing accounts. In the event any interest is generated from the bank account funds ISCN shall immediately donate it to charity.

- 14.4.2 **Reserve Funds Accounts.** Reserve Funds Accounts shall be US banks accounts. All of ISCN's income, membership dues, all other incoming checks or cash and all donations, except those donations collected for a special cause, shall be deposited into this account. The Treasurer shall sign for disbursing funds from this account unless the disbursement amount is equal to or over \$5000.00 when the BOD President will be required to co-sign. The General Funds Accounts will be reviewed on a regular basis by BOD designated individuals. ISCN shall seek only non-interest-bearing accounts. In the event any interest is generated from the bank account funds ISCN shall immediately donate it to charity.
- 14.4.3 **Zakat or Fitra Accounts.** All Zakat funds including Zakat-ul- Fitr shall be deposited into these accounts in a separate Chart of Accounts. The Treasurer shall sign for disbursing funds from this account unless the disbursement amount is equal to or over \$5000.00 when the BOD President will be required to co-sign. The Zakat and Fitra Accounts will be reviewed on a regular basis by BOD designated individuals. ISCN shall seek only non-interest-bearing accounts. In the event any interest is generated from the bank account funds ISCN shall immediately donate it to charity.
- 14.5 **Audit.** The BOT may direct the BOD President to nominate, with the BOD approval, a qualified financial auditor(s) to audit the financial status of ISCN and all of its accounts as it sees fit. Once the ISCN budget reaches two-million-dollars or more, the BOD shall nominate, at least every three (3) years, qualified auditors to audit the financial status of ISCN and all of its accounts. A final report of the audit, as prepared by the auditors and submitted to the BOD, shall be presented to the Members at the General Body Meeting.
- 14.6 **Separate Annual Budgets.** Several individual Budgets shall be established to cover the activities of ISCN when necessary. There shall be separate annual budgets for various Committees to be evaluated and approved by the BOD. All such budgets shall be reviewed and approved at least thirty (30) days prior to the beginning of the new fiscal year
- 14.7 **Remuneration, Fees**
- 14.7.1 **Remuneration of BOT and BOT Members.** The BOT and BOD Members shall not receive any remuneration directly or indirectly, overtly, or covertly, while serving as members of the respective boards.
- 14.7.2 **Fees, Compensation and Reimbursement for Board Members.** Reimbursement may be made for any expenses incurred or paid by Board Members for the benefit of ISCN upon presenting generally acceptable invoices or receipts.
- 14.7.3 **Expense Advance.** ISCN may advance money to a BOD or BOT Member for expenses reasonably anticipated to be incurred in the performance of their duties or in support of ISCN events. In the absence of any such advance, such a Board Member would be entitled to be reimbursed by ISCN for such expenses upon presenting generally acceptable invoices or receipts.
- 14.7.4 **Debt Obligations and Personal Liability:** No member, officer or Director of this Society shall be personally liable for the debts or obligations of this Society of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.
- 14.7.5 **Prohibited Transactions**

- 14.7.5.1 **Board Member Transactions with ISCN.** Notwithstanding anything in these Bylaws, No BOD or BOT Member shall enter into any contractual business transactions or agreements with ISCN during their term unless it is a fair, transparent, arms-length transaction, and it receives the approval of the BOT and BOD separately.
- 14.7.5.2 **ISCN Payments.** In no case shall Islamic Society of Corona-Norco make any payment that:
- 14.7.5.2.1 Adversely affects the Society's status as an organization described under Section 501(c)(3) of the Internal Revenue Code, as now in effect or as may hereafter be amended (the Code).
- 14.7.5.2.2 Be treated as an excess benefit transaction under Section 4958 of the IRS Code. Furthermore, the Society shall not make any payment if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) and 4945(d), respectively, of the IRS Code.

ARTICLE 15: ENDOWMENTS AND TRUSTS

15.1 ISCN Endowment

BOT in collaboration with the BOD may develop an Endowment Program to address future financial needs and stability of ISCN.

15.2 ISCN Irrevocable Trust

- 15.2.1 These Bylaws authorize the Board of Trustees of ISCN, along with the approval and concurrence of the Board of Directors to enter into a written trust agreement with a Trust Entity (Trustee) to hold ISCN real estate property in an irrevocable trust for the benefit of a stated beneficiary.

ARTICLE 16: RIGHT TO INDEMNIFICATION

- 16.1 **Right to Indemnification.** The Society shall, to the maximum extent and in the manner permitted by applicable law, indemnify any person who is or was serving as a member of BOD or BOT against any and all expenses, judgments, fines, settlements, compromise payments and other amounts actually and necessarily incurred by such person in connection with the defense or disposition of any claim, action, suit, or proceeding (whether actual or threatened, pending or completed, civil, criminal, administrative or investigative, including appeals) to which such person may be or is made a party by reason of being or having been a member of BOD or BOT of the Islamic Society of Corona-Norco.
- 16.2 **Limitation on Indemnification.** No indemnification either for said payment or for any other expenses shall be provided unless such a member of BOD or BOT appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Society and the defense, settlement or compromise payment is approved by the BOT based on seeking a written opinion from independent legal counsel and by a vote of at least four (4) members of BOT who are not parties to such claim, action, suit, or proceeding.
- 16.2.1 **Cost of Dispute.** No indemnity pursuant to this Section hereof shall be paid by ISCN on account of such BOD or BOT member's conduct which is finally adjudged by a Court or arbitrator having jurisdiction in the matter to have been knowingly fraudulent, deliberately dishonest, or willful misconduct; or if a final decision by a Court having jurisdiction in the matter shall determine that such indemnification is not lawful.

ARTICLE 17: OTHER PROCEDURES

- 17.1 Complaint Against Members.** Along with other dispute resolution procedures in these Bylaws, allegations of misdemeanor, misappropriation of funds, fraud, corruption, violation of the ISCN Bylaws, cover-up of such offenses, or any act that is to the detriment of or harmful to ISCN may be brought against a member or a group of members by a member of ISCN by submitting a complaint to the President and Secretary of the BOD and a copy provided to the Chairperson of BOT.
- 17.2 Internal Arbitration Panel.** The BOD shall meet within two weeks of receiving the complaint to establish a mediation panel for hearing the allegations and resolve any disputes. If the allegations are against a member of the BOD, the remaining BOD Members shall be responsible for calling the meeting for forming the panel.
- 17.2.1 Appointment of an Arbitration Panel.** The Arbitration panel shall consist of an Officer of the BOD, an additional BOD member and a Voting member who is not a member of the BOD, none of whom shall have any vested interest in the issue at hand.
- 17.2.2 Acceptance of Panel Members.** If the accused person refuses to exercise the right to draw the names of the members to serve on the panel, the President or his or her representative shall draw the names and proceed with the investigation.
- 17.3 Hearings Proceedings and Conflict Resolution.**
- 17.3.1 MEDIATION AND ARBITRATION.** Any conflict, controversy or claim arising out of, or relating to, these Bylaws or decisions shall be settled first by dispute resolution provisions in these Bylaws, then by mediation. Unless otherwise agreed to by the parties, mediation shall be held at least thirty (30) days prior to the start of an arbitration hearing in order to facilitate settlement. The Islamic Shura Council of Southern California shall be the mediators or arbitrators for all causes of actions initiated by any member of ISCN. The ruling of the Shura Council of Southern California shall be final and binding on all parties. If the Islamic Shura Council is unable to arbitrate, disputes shall be settled by arbitration in accordance with the Commercial Arbitration Rules of the National Arbitration Association, and judgment upon the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof.
- 17.3.2 Internal Arbitration.** The Arbitration Panel, as in Section 17.2.1, shall hear the allegation or allegations and hear witnesses from both sides, examine all evidence, pass the verdict, and determine punitive and corrective measures.
- 17.3.3 Conflict Between Members.** In case of a conflict between members of ISCN, the BOD or the Committee, or Arbitration Panel, as appointed by the BOD, will meet with the parties involved to help them find a mutually satisfactory solution. The mediation panel will have no power to impose a solution and no formal rules of evidence or procedure will control the mediation. The mediation panel and the parties would be expected to agree on their own informal ways to proceed and resolve the disagreement.
- 17.3.4 Escalation of Unresolved Issues.** Any unresolved issue within the BOD must be escalated to the BOT within a week of identifying an unresolved issue seeking suitable resolution. BOT shall appoint a fact-finding committee composed of one member from each Board (except individuals directly involved in the issue). This committee shall report its findings back to the BOT within the time stipulated by the BOT. The decision of the BOT taken within two (2) weeks thereafter shall be deemed as final and binding, in its entirety, by all parties concerned.

ARTICLE 18: BANKRUPTCY AND DISPOSITION

18.1 Bankruptcy of ISCN. In case of the need to file for Bankruptcy Protection after the BOD and BOT have collectively exhausted all possible avenues; the BOD shall call a meeting of the Voting Members of the General Body and present a plan to mitigate the financial difficulties. A two-third (2/3) affirmative vote of the Voting members of the General Body shall be required to adopt the motion for Bankruptcy. Under no circumstances shall the BOD or any agent of ISCN seek bankruptcy protection without a specific approval of two-thirds (2/3) majority of all Voting Members at a duly convened special meeting called for such a purpose. In case of rejection of the motion, the General Body shall be authorized to provide a solution duly ratified by two-third (2/3) majority of the Voting members of the General Body. If the General Body fails to provide a viable solution, the disposition process shall commence.

18.2 Disposition of ISCN. The authority responsible for the disposition of ISCN will observe the following priority:

First, the BOT shall be entrusted with the responsibility to manage or dispose of the assets and liabilities of ISCN. After paying or providing for the payment of all the liabilities, the BOT shall dispose of all the assets in accordance with the law governing the dissolution of 501(c) (3) status. (Not-for-profit corporations).

Second, in the absence of the BOT, the Islamic Shura Council of Southern California shall be entrusted with the responsibility to manage or dispose of the assets and liabilities of ISCN.

ARTICLE 19: AMENDMENTS TO THE BYLAWS

19.1 Proposed Amendments. A proposal for the amendment or amendments of the Bylaws may be submitted in writing by any Voting member, to any member of the BOT. The BOT member shall present the submission to the remainder of the BOT at their next scheduled BOT meeting. The BOT shall vote by a simple majority to advance the submission to the BLC. The BLC shall consider, deliberate, and check for conflicts, and report back to the BOT within thirty (30) days. The BOT shall then present the submission in a Joint Meeting of BOT and BOD called by the BOT Chairperson within fifteen (15) days for approval by a majority vote of both the Boards. It shall then be sent to the ISCN Secretary to notify the GB members and presented to the GB for vote. Suggested Amendments must be submitted at least one hundred and eighty (180) days before the General Body meeting to qualify for consideration and voting.

19.2 Public Comment. 60 days before GBM the proposed Bylaws shall be posted on the ISCN website by the BOD Secretary for public comment. The Secretary shall also notify members individually via the members' emails on record. Members will have forty (45) days before the GBM to make comments on the proposed Bylaws. Fifteen (15) days before GMB the proposed Bylaws and agenda will be finalized.

19.3 Quorum for Adopting Amendments. The quorum requirement for voting on any Bylaws amendment or amendments shall be at least two-third (2/3) of the total Voting members on roll on the day of the GB meeting. An affirmative vote by a two-third (2/3) majority of the attending Voting members shall be necessary for the final approval of all proposed amendments.

19.4 State and Federal Amendments. If further amendments to the Bylaws are required to comply with state or federal requirements, a simple majority affirmative vote of Voting Members on record shall be sufficient for passage of only such required amendments. If the amendments are for any other purpose, a two-thirds (2/3) affirmative vote of Voting Members on record vote shall be required to pass them.

- 19.5 Unenforceability.** Should any clause or provision of these Bylaws be declared illegal or unenforceable by law, it shall be modified or reformed as minimally necessary to be enforceable. If the provision cannot be modified or reformed to be enforceable, such provision shall be severed and deemed null and void, leaving the remainder of these Bylaws in full force and effect.
- 19.6 Inspection of Updated Bylaws.** The original or a copy of the Bylaws as amended or otherwise modified to date and certified by the Secretary of the BOD, shall be kept at ISCN premises and shall be available for inspection by the members of ISCN..

ARTICLE 20: ISCN CONFLICT OF INTEREST

- 20.1 Conflict of Interest.** When the personal or professional considerations of a board member affect his or her ability to put the welfare of the Islamic Society of Corona-Norco before his or her personal benefit, conflict of interest exists.
- 20.2 Conflict Policy.** The Board of Trustees and the Board of Directors shall develop and maintain a written conflict of interest policy to determine whether board members have any conflicts of interest and how to manage such conflicts of interest.
- 20.3 Full Disclosure.** All Board members shall disclose their connections with groups doing business with ISCN. This information shall be provided annually. No member of the Board of Directors, or any of its Committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Islamic Society of Corona-Norco. Each individual shall disclose to ISCN any personal interest which he or she may have in any matter pending before ISCN and shall refrain from participation in any decision on such matter.
- 20.4 Board Member Abstention from Discussion and Voting.** Board members who have an actual or potential conflict of interest shall not participate in discussions or vote on matters affecting transactions between the organization and the other group or groups.
- 20.5 Conflict of Interest Responsibility of the BOT and BOD.** Whenever a member of any ISCN Board has a financial or personal interest in any matter being considered before the BOT or BOD, the board shall ensure that:
- 20.5.1** The interest of such an officer or director is fully disclosed to all the members of the board.
 - 20.5.2** No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board at which such matter is being voted on.
 - 20.5.3** Any director or officer who has a financial or personal interest shall be duly recused before the matter is approved by other members of the board not so interested or connected.
 - 20.5.4** Payments to the interested officer or director shall be reasonable and shall not exceed the fair market value.
 - 20.5.5** Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of ISCN to do so.
 - 20.5.6** Minutes of board meetings shall reflect when a board member discloses that he or she has a conflict of interest and how the conflict was managed, such as that there was a discussion on the matter without the board member in the room, and that a vote was taken but that the *interested* board member abstained (board members with a conflict are *interested* – board members without a conflict are *disinterested*).

In the name of Allah, Most Gracious, Most Merciful

- 20.5.7** All decisions made in any board meeting shall be recorded in the minutes clearly showing the names of the members who voted 'yes,' members who voted 'no' and members who abstained or recused themselves.

ARTICLE 21: EFFECTIVE DATE

These Bylaws shall be effective twenty-four (24) hours after the approval by the General Body pursuant to section 19.1.

APPENDIX

- I. Upon passage of these Bylaws, the incoming BOD seats shall increase from eight seats to nine seats. The Youth seat will be dissolved, and a ninth seat will be selected pursuant to the vacancy filling provisions in section 10.9.3 and its subsections.
- II. The incoming, or incumbent Board of Education shall dissolve effectively within twenty four hours after the passage of these Bylaws.
- III. These Bylaws authorize the Board of Trustees of ISCN, along with the approval and concurrence of the Board of Directors, to enter into a written Trust Agreement with a Trust Entity (Trustee) to hold ISCN real estate property in an irrevocable trust for the benefit of a stated beneficiary. Any such Trust Agreement shall be approved by sixty percent (60%) of the Voting Members of ISCN on record at the time of such proposed transfer of ISCN real estate assets to the Trust.