

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*

## **BYLAWS**

**OF**

**THE ISLAMIC SOCIETY OF CORONA-NORCO, INC.**

**465 Santana Way, Corona, CA 92881 (951) 736-8155**

**[www.coronamuslims.com](http://www.coronamuslims.com)**

*A non-profit religious corporation organized and existing under the laws of the State of California.*

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### **Terms, Definitions & Abbreviations**

<b>Allah:</b>	The One and Only God Almighty, The Creator
<b>Adult:</b>	An individual that has reached the legal age of eighteen(18) years
<b>Sallallahu Alaihi Wa Sallam</b>	<i>May the Peace and Blessings of Allah be showered upon him -- An invocation for blessing the Prophet Muhammad (Sallallahu Alaihi Wa Sallam).</i>
<b>The Prophet:</b>	Refers to the Prophet Muhammad (Sallallahu Alaihi Wa Sallam)
<b>Sunnah:</b>	The practices and ways of the Prophet (Sallallahu Alaihi Wa Sallam)
<b>Hadith or Ahadith:</b>	The saying or sayings of the Prophet (Sallallahu Alaihi Wa Sallam)
<b>The Glorious Qur'an:</b>	The final message from Allah revealed to the Prophet Muhammad (Sallallahu Alaihi Wa Sallam)
<b>ISCN:</b>	The Islamic Society of Corona-Norco Inc.
<b>The Society:</b>	ISCN
<b>Articles of Incorporation:</b>	ISCN's compliance document with Internal Revenue Service (IRS) for legal recognition
<b>Robert's Rules of Order:</b>	The recognized guide to running meetings and conferences effectively and fairly.
<b>Masjid:</b>	A Muslim institution of congregational prayer and supplication
<b>Hijra:</b>	Islamic Calendar
<b>Voting Member:</b>	ISCN member who has voting privilege
<b>Associate Member:</b>	ISCN member who has NO voting privilege
<b>BOD:</b>	A 9-member body, 8 elected by Voting Members of ISCN plus one Youth President
<b>General Body:</b>	The highest ISCN body comprising of Associate and Voting members
<b>Officer:</b>	Any one of the President, Secretary or Treasurer
<b>Quorum:</b>	The minimum number of attendees needed for a meeting to be deemed valid and legal
<b>Full Term:</b>	The duration for which an elective position is required to be served
<b>Standing Committee:</b>	A body formed by the BOD to assist in fulfilling on-going or specific tasks
<b>Bylaws:</b>	A set of provisions that helps ISCN to be effective and stable
<b>BOT:</b>	A 5-member oversight body elected by Voting Members of ISCN
<b>BOE:</b>	A 5-member body to address educational needs of the community

## **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 Education, 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 I: NAME, BODY, LOCATION AND FISCAL YEAR**

The name of the Society shall be the Islamic Society of Corona-Norco, Inc., henceforth referred to as ISCN. It shall comprise of the General Body (GB) governed by these by-laws. The principal office of ISCN is located at 465 Santana Way, Corona, California 92881, USA. The fiscal year shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

## **ARTICLE II: 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 code (IRS).

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 the 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 Qur'an and the authentic Ahadith of Prophet Muhammad (may Allah's peace and blessings be upon him) are the main **resources** of guidance in Islam. The different schools of thought (Hanafi, Hanbali, Maaliki, Shafai, Ja'fari etc.) are great reservoirs of valuable human interpretations. We benefit from them all to meet the challenges of the present and in our quest for a better future.

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 III: 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 General Body's Voting members.

**ARTICLE IV: 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 V: MEMBERSHIP**

All applicants who wish to become a member of ISCN shall complete, sign, and submit the membership application form, as modified from time to time, and pay membership dues. 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.

**Section 5.01: Eligibility**

- 5.01.1 Youth Members:** Muslims age thirteen (13) to twenty-one (21) who agree with the Vision, Mission and Goal of ISCN. Upon attaining the age of 17 years, and filing application, they will become Associate Members as defined in Section 5.01.2. Such Associate Members will maintain their Youth Membership. Details of ISCN Youth are covered in Article XVI.
- 5.01.2 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 II and who abide by these Bylaws will be eligible to become **Associate** members of ISCN. No residential requirements as defined in section 5.01.3 shall apply for Associate members.
- 5.01.3 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 II and who are U.S. Citizens or legal permanent U.S. 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 shall also physically reside within fifteen (15) miles radius of the City Hall of the City of Corona for at least one-year.

**Section 5.02: Types of Membership**

**Section 5.02.1: Associate Members**

- 5.02.1.1** Once the membership application is accepted, the applicant will be deemed an Associate Member for one year starting from the date of application and the payment of annual dues.
- 5.02.1.2** The Associate Members will not have any voting privileges.
- 5.02.1.3** The Associate Members may serve as members of standing committees.

**Section 5.02.2: Voting Members**

- 5.02.2.1** After completing one year of Associate membership, the member may be offered the opportunity to



become a Voting Member.

**5.02.2.2** If the Associate Member agrees and meets the requirements in Section 5.01.3 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.

**5.02.2.3** If the member declines the offer, he or she will continue to remain an Associate Member with no voting privileges.

**5.02.2.4** Only those members who become Voting members thirty (30) days prior to the election date shall be eligible to vote.

### **Section 5.02.3: Membership Dues by Youth, Associate and Voting Members**

All Youth, Associate and Voting Members are required to pay their membership dues in time to keep their membership in good standing.

### **Section 5.02.4: 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.

### **Section 5.02.5: Leave of Absence from Membership**

Any member of ISCN who is in jeopardy of no longer meeting the residential requirement as per Sec.5.01.3, 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 confer the required two (2) year consecutive membership status for determining eligibility to run for Board of Directors (BOD) or Board of Trustees (BOT) position. The said member should comply with the residency requirements of Sec.5.01.3 at least forty (40) days before the next Election date.

### **Section 5.03: ISCN Membership Application**

**5.03.1** All membership applications shall be submitted to the Membership Committee.

**5.03.2** The prospective member shall submit the appropriate dues for the current year with the application.

**5.03.3** If only one member of a family decides to be a member, then that member alone shall be recognized as the applicant.

**5.03.4** A simple majority vote of members present at the following meeting of the Membership Committee is required to declare the applicant as an Associate member.

**5.03.5** After one year, the Membership Committee shall change the Associate member's status to a Voting member provided the member meets the requirements of Section 5.01.3.

**5.03.6** Any individual declined for Associate or Voting membership shall be provided with a written explanation citing the cause or causes thereof. Any application dues paid shall be refunded.

### **Section 5.04: Appeal against Rejection of Membership 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 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.

### **Section 5.05: Membership Dues**

The membership fees shall be determined by the Membership Committee and approved by the BOD. It shall remain fixed for a given fiscal year and shall be prorated. Unless the member opts for auto-deduction, the renewal fees are due and payable by the 15<sup>th</sup> of January every year. The membership dues for the Seniors (60 years of age or older) and those under 21 years of age, shall not be more than 50% of the membership dues so determined.

#### **Section 5.05.1: Membership Address, Updates, Dues Default and Termination**

- 5.05.1.1** A member, who fails to pay membership dues, unless waived, as set forth in the Bylaws, for more than Sixty (60) days, will be notified, in writing or through e-mail address on record, to pay the dues. If the member pays back all past dues and brings the account current, his or her membership will be restored fully. If the dues are not paid within 30 days of such notification, the member shall be deemed to have terminated his or her membership from ISCN. After such termination, if he or she wishes to become a member, then he or she must re-apply for membership as an Associate member. Upon such termination, the member shall forfeit credit for all the years of previous membership. 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. The duration for delayed payment of dues shall not exceed six (6) months during which period the Voting rights shall remain suspended. Upon removal of the hardship, the member must bring his or her dues current upon which his or her membership shall be restored fully. If no dues are paid even after the lapse of six (6) months, his or her membership shall be deemed to have terminated.
- 5.05.1.2** Actions by a member that are deemed contrary to the general interest of Islam or the mission, goals, objectives, or the welfare of the Islamic Society of Corona-Norco can lead to a warning notice, suspension, or termination of membership.
- 5.05.1.3** It shall be the responsibility of the member to keep his or her mailing address and e-mail address up-to-date by informing the Membership Committee, in writing, regarding any changes. The Membership Committee shall send all communications to the latest mailing address or e-mail address on record.
- 5.05.1.4** Membership in ISCN shall automatically terminate when a member ceases, for any reason, to satisfy the requirements of Section 5.01.
- 5.05.1.5** Termination of Membership may also occur because of the member's resignation, felony conviction or death.
- 5.05.1.6** Suspension and termination of the membership of an active member does not become final until approved by the Board of Directors.

**5.05.1.7** Upon termination, any prepaid membership dues shall be refunded on a prorated basis. No such prepaid membership dues shall be transferable to other existing or new members.

**Section 5.05.2: Grounds for Termination**

A member may be terminated from membership following a hearing before the BOD for refusal 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 5.05.1.1, 5.05.1.2, 5.05.1.4 and 5.05.1.5 shall also apply.

**Section 5.05.3: Appeal against Termination**

A terminated member 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. Personal representation of the member may be allowed. The decision of the BOT shall be final and binding.

**Section 5.05.4: Non-transfer of Membership**

Membership in ISCN is neither transferable nor assignable. If only one member of a family decides to be a member, then that member alone will be empowered to exercise the privileges conferred by these Bylaws.

**ARTICLE VI: GENERAL BODY (GB)**

**Section 6.01: Definition**

**The General Body** shall consist of all members who have paid their membership dues; however, only the Voting members will be eligible to vote or table a motion for consideration. The General Body shall meet as required by the Bylaws. Such meetings shall be held at such hour and place as designated by the BOD. Notice of such meeting will be posted at the ISCN premises and communicated by the Secretary to each Voting member no less than fifteen (15) days prior to the meeting.

**Section 6.01.1: 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.

The 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.

**Section 6.02: 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 current 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 check the quorum requirements in conjunction with the Secretary before the beginning of the meeting. If at any time during the meeting, it is pointed out by a member that a quorum requirement is lacking, and if the Secretary

verifies it to be correct, the meeting shall be adjourned.

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. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the members present.

When a GB meeting is adjourned to another date and time, notice of the adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment decision is taken. The meeting will be conducted within seven (7) days but no earlier than twenty-four (24) hours of such adjournment. Information about the adjournment will be posted at the ISCN website. At the adjourned 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 adjourned meeting.

### **Section 6.03: General Body Meeting**

The General Body meeting may be held more than once a year, the first meeting being held in March-April time frame. At these 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 Voting and Associate members and only Voting members shall be permitted to vote or table a motion. Additional meetings and informational member meetings may be held as needed.

### **Section 6.04: Special General Body Meeting**

- 6.04.1** Special General Body meeting may be requested by petitioning to the Secretary in writing with verifiable signatures of at least 30% of the Voting members on record at the time. Such meetings shall be held at such hour and place as designated by the BOD. Notice of such meeting will be posted at the ISCN premises and communicated by the Secretary to each Voting member no less than ten (10) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other ISCN business shall be conducted at that time. The quorum for the special meeting shall be one third of the Voting members on record. If a quorum is present, the affirmative vote of the majority of the voting members, represented at the meeting, and voting on any matter shall be the act of the members.
- 6.04.2** Special General Body Meetings may be called by the President or by a simple majority vote of the members of the BOD present at a quorum-complying meeting of the BOD. Special GB meeting may also be called by the BOT as per Section 14.08 for purposes relating to the dissolution of the BOD.

### **Section 6.05: President or Designated Presiding Officer**

The President of the BOD shall preside at all General Body meetings. In case he or she is unable to be present, the President shall designate, in advance, any BOD Member to act on his or her behalf. In case the President is unable to designate a BOD Member in advance, the BOD Members present shall select one among them and proceed with the meeting.

## **ARTICLE VII: RIGHT TO VOTE**

- 7.01** Only Voting Members will have the right to vote as set forth in the Bylaws of ISCN.
- 7.02** 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.
- 7.03** The Voting members not attending the General Body meeting shall be able to vote on agenda

items only on the voting forms downloadable from the official ISCN website and may send his or her vote by regular mail or e-mail address on record. The Secretary must receive all such forms at least two (2) days prior to the date of the meeting. However, the members casting such votes shall not be counted towards any quorum requirements unless physically present at the meeting.

- 7.04** 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.

**ARTICLE VIII: NOTICE, WAIVER OF NOTICE OR ERRORS**

**Section 8.01: Notice**

Notice of a General Body meeting shall be sent via United States Postal Service, electronic mail, or other method elected by the BOD, to all members of ISCN to their address on record. The notice shall also be posted at the bulletin board at least thirty (30) days prior to the date of the meeting.

**Section 8.02: 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 need be specified in the waiver of notice of such meeting.

Attendance at any regular or special meeting 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.

**Section 8.03: Errors or Omissions in giving Notice**

No error or omission in giving notice of any annual, general or special meeting of the General Body, 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, the last recorded home or e-mail address in the records of ISCN shall be used.

**ARTICLE IX: ISCN BOARD OF DIRECTORS (BOD)**

**Section 9.01: BOD**

**9.01.1** The BOD shall consist of nine (9) members. The GB will elect directly the President, Secretary, Treasurer and five (5) eligible members. One seat is reserved for a Youth President as a voting member. The Presidents of the two Youth units will serve on the BOD alternately for one (1) year each. No Youth President shall serve two consecutive terms of one (1) year. If the successor Youth President of the second unit is not in office, the BOD shall function with only eight (8) members.

**9.01.2** Election for the BOD shall be held every two (2) years.

**9.01.3** The BOD members shall be elected in accordance with Section 9.03.

**9.01.4** While all BOD positions are open for the Sisters, one BOD seat shall be reserved for a Sister. If no

sister is elected by the GB, the reserved seat shall be filled within forty-five (45) days applying the vacancy filling procedure specified in Section 9.06. Such an individual shall be subject to the same performance standards and removal rules as applicable to the rest of the BOD members.

- 9.01.5** The BOD members shall be elected for a two-year term and shall take office at the first BOD meeting following at least fifteen (15) days after the election. All members of the newly composed BOD shall be sworn in at the first BOD meeting.
- 9.01.6** The newly constituted BOD shall hold a joint meeting with the Board of Trustees (BOT) within thirty (30) days of being elected, to develop goals to be executed by the BOD.

### **Section 9.02: Eligibility for BOD**

- 9.02.1** Except the Youth President, any Voting member of ISCN, who has been a Voting member for at least the last two (2) consecutive years and has served for at least one (1) continuous year on one or more committees formed by the BOD, and meets all requirements specified in this Section 9.02 will be eligible to be nominated for election to the BOD.
- 9.02.2** A candidate for BOD must have served at least one (1) continuous year on one or more committees formed by the BOD, and may not have more than one (1) year of non-residency, noticed pursuant to Section 5.02.5, within the prior two (2) years.
- 9.02.3** The spouse or child of a BOD member is not eligible for election or appointment to the BOD. Only one member of an immediate family (related by marriage or parentage) shall be eligible for nomination.
- 9.02.4** 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 BOD.
- 9.02.5** No Voting member is eligible to be 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 II above. Such a determination is solely within the discretion of the BOD.
- 9.02.6** No employee of ISCN (defined solely for the purposes of this Section 9.02 as employed by ISCN for more than twenty-four (24) hours per week on a regular basis) shall be eligible for election or appointment as a member of the BOD. In order to be eligible for election or appointment to the BOD, a former employee must have ceased employment with ISCN for at least one (1) year prior to such election or appointment.
- 9.02.7** Any BOD member, who becomes a full-time employee of the ISCN or of any constituent institution of the ISCN, shall be deemed thereupon to have resigned, effective immediately, from the BOD. The incumbent BOD member's immediate family members, their spouses and their children shall not be eligible to run for the BOD positions.
- 9.02.8** Any BOD member, who has served two (2) complete two-year terms consecutively as a member of the BOD, shall be ineligible for election or appointment to the BOT, BOD or the BOE for a period of at least one year.

### **Section 9.03: Election of BOD, BOT, BOE and Youth Units**

- 9.03.1** The Board of Trustees (BOT) shall form the Election Committee at least ninety (90) days before Election Date by nominating at least three (3) members to the Committee from the Voting Members' List.

- 9.03.2** The Election Committee shall notify the general membership, in writing or electronically, about the election at least sixty (60) days prior to the election and invite nominations from the Voting Members for the BOD, BOE, BOT and from the Youth membership for Youth Units positions. The nominated members must meet all the eligibility requirements of these Bylaws.
- 9.03.3** All nominations must be received at least forty (40) days prior to the election. Floor nominations on the day of the elections shall not be permitted.
- 9.03.4** The Election Committee shall contact the nominees in writing to verify the information. If the nominee does not meet the eligibility requirements as specified in the respective sections of BOD, BOT, BOE and ISCN Youth, the Election Committee shall notify the members who nominated him or her in writing and explain the reasons based on the Bylaws of ISCN.
- 9.03.5** Each nominee shall be provided with a copy of the relevant BOD, BOT, BOE and Youth Units duties that he or she will be expected to perform if elected. He or she shall sign a statement that he or she will fulfill such duties when elected.
- 9.03.6** The Election Committee shall prepare a list of candidates and notify all Voting members (and Youth members, in case of Youth units) at least thirty (30) days prior to the elections.
- 9.03.7** The Election Committee shall re-notify the Voting Members (and Youth members, in case of Youth units) at least ten (10) days before the Election Day, by a letter that will include the names of the final nominees and their qualifications. This letter shall not mention any ethnic or racial background of the nominees.
- 9.03.8** On the day of the election, the Election Committee shall conduct the election by ballot. EC will introduce the nominees who will address the Voting Members about their intended goals and contributions for ISCN and answer questions, if any. The EC shall count the votes and declare the results the same day.
- 9.03.9** To facilitate transition, a joint session of the outgoing members and the incoming new members will be held within fifteen (15) calendar days following the Election date at which time the newly elected members will assume office.

#### **Section 9.04: Term of BOD Members**

Except for the Youth President, 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. Once serving two (2) consecutive terms, a BOD member will not be eligible to contest for one (1) full year. He or she will not be eligible to fill a BOD, BOE or BOT vacancy during that one year. 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.

#### **Section 9.05: Holding only one Office at a time**

A BOD member can hold only one position, namely, as President, Secretary, Treasurer, or a BOD member. No member of the BOD shall hold more than one position at a time.

#### **Section 9.06: Resignations and Vacancies**

- 9.06.1** A member of the BOD may resign effective immediately upon giving written notice to the President of the BOD or the Secretary of the BOD, unless the notice specifies a later effective date of such resignation.

- 9.06.2** A vacancy or vacancies in the BOD shall be deemed to exist in case of the death, resignation, or removal of any BOD member. If the resignation is effective at some future time, a successor may be selected before that time.
- 9.06.3** Only another sister who meets the BOD eligibility requirements shall fill vacancy for the reserved BOD seat for a sister.
- 9.06.4** 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 present. The pool of eligible candidates shall be derived from the list of voting members who satisfy the requirements mentioned in Section 9.02. 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 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.
- 9.06.5** 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.
- 9.06.6** If an eligible member for the position of the President is not available among the remaining BOD members, then the BOD shall appoint one from the Voting members' list with the ratification of the majority members of the BOT.
- 9.06.7** If the BOT does not ratify the appointee, the General Body will elect the President by a simple majority vote of the Voting members at a special GB meeting that satisfies quorum requirements.

#### **Section 9.07: Inability to Act or Absence of BOD President or Officer**

- 9.07.1** In the case of "inability to act" or absence of the President, Secretary or Treasurer and of any person herein authorized to act in his or her place, the BOD may from time to time delegate the powers or duties to one amongst them upon a majority vote.
- 9.07.2** If the President is unable to be present, he or she shall designate, in advance, any BOD Member to act on his or her behalf. In case the President is unable to designate a BOD Member in advance, the BOD Members present shall select a temporary President from among them, provided quorum requirement is met, and proceed with the meeting.

#### **Section 9.08: BOD Meeting – Quorum and Frequency**

Regular BOD meetings shall be held at least once a month at a time and place as determined by the BOD from time to time. 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.

#### **Section 9.09: Alternative Place of Meetings**

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular or special) 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.



#### **Section 9.10: Special Meetings of BOD**

Special meetings of the BOD may be held upon at least four (4) days' notice by first-class mail or a forty-eight-hour (48-hour) notice given personally, by e-mail or by telephone or other similar means of communication. Any such notice shall be delivered to each BOD member at an address as shown in the records of ISCN. A special BOD meeting shall be held whenever the President of the BOD or a simple majority of the BOD members shall so call. Each call for a special meeting shall be in writing, signed by the person or persons so requesting, addressed and delivered to the Secretary. The notice of the meeting shall state the purpose of the meeting and no other ISCN business shall be conducted at that time. If a majority of the BOD signs a waiver of meeting notice, the meeting may be held at any time.

#### **Section 9.11: Waiver of Notice for BOD Meetings**

Notice of a meeting need not be given to any BOD Member who signs a waiver of notice or a written consent to holding 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 with the corporate records or made a part of the minutes of the meeting.

#### **Section 9.12: Quorum for BOD Meetings**

A simple majority of the BOD Members then in office shall constitute a quorum for the transaction of business. Every action taken or decision made by a simple majority of the BOD Members present at a meeting duly held at which a quorum requirement is met shall be regarded as the act of the BOD.

#### **Section 9.13: Lack of Quorum of BOD meeting**

A meeting, where the quorum requirement is initially met, may not continue to transact business, if sufficient number of BOD Members withdraws from the meeting resulting in a lack of quorum, as defined in Section 9.12 above.

#### **Section 9.14: Action by BOD without a Meeting**

Any action required or permitted to be taken by the BOD or any committee thereof may be taken without a meeting if all members of the BOD or the committee shall 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 or committee. The action by written consent shall have the same force and effect as the unanimous vote of the members.

#### **Section 9.15: Right of Inspection by BOD Members**

A BOD Member shall have the right of access, at any reasonable time, to the records, data, documents and the physical properties of ISCN. Improper use or dissemination of the information so accessed shall result in a reprimand including, but not limited to, removal from the BOD.

#### **Section 9.16: Duties of the BOD**

- 9.16.1** The BOD shall defend, uphold and promote ISCN's Vision, Mission and Goal, Creed and Resources as stated in Article II.

- 9.16.2 The BOD shall hold a joint meeting with the BOT and BOE within thirty (30) days after the election to discuss and develop the goals for the BOD to achieve during its term.
- 9.16.3 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.
- 9.16.4 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.
- 9.16.5 The BOD shall have the power to authorize expenditures on behalf of ISCN for furthering the objectives of ISCN.
- 9.16.6 The BOD shall authorize the President, in the absence of the Treasurer, for writing disbursement checks on behalf of ISCN.
- 9.16.7 A simple majority of the BOD shall give the Treasurer temporary authority, in the absence of the President, for writing disbursement checks on behalf of ISCN for amounts exceeding \$5,000.00. Such Authorization shall not exceed the total amount of \$25,000.00 in any 30-day period.
- 9.16.8 The BOD shall take such steps as they may deem fit to enable ISCN to acquire, accept, solicit or receive legacies, gifts, grants, settlements and or donations of any kind whatsoever for the purpose of furthering the objectives of ISCN.
- 9.16.9 The BOD may provide for the creation of Committees to advance the work of ISCN. Such committees shall always be subject to the final approval and authorization by the BOD.
- 9.16.10 The BOD shall have the power to remove or re-assign the Chairpersons of the committees as deemed necessary.
- 9.16.11 The BOD may appoint individuals or engage employees as it shall deem necessary from time to time and such appointed persons shall have authority as prescribed by the BOD at the time of such appointment.
- 9.16.12 The BOD shall install and maintain an adequate system of accounting and records and perform periodic internal audits. At least once in three (3) years the BOD shall hire a competent and disinterested certified public auditor or accountant to audit ISCN's books and accounts. The audit must be reported in writing and must be presented to the General Body.
- 9.16.13 The BOD shall 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.
- 9.16.14 The BOD shall permit members of GB to add agenda items to the BOD Meetings provided the Secretary is given notice of such inclusion at least twenty-one (21) days prior to the BOD Meeting.
- 9.16.15 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 being deliberated and decided upon in closed session.

#### **Section 9.17: BOD Organizational Structure for Paid Employees & Performance Appraisals**

- 9.17.1 An organizational structure shall be developed by the BOD that shall show the reporting lines of different paid employees of ISCN for hiring, removing and performance appraisal purposes. All paid employees shall be hired "at will" and ISCN Executive Committee reserves the right to dispense with their services at any time. Performance appraisals shall be written at regular

intervals, but no less than annually, for all employees of ISCN by appropriate immediate supervisors. The practice of signature of “one-up” supervisor shall be implemented. The President shall review and sign the performance appraisals in case where the employees report to the Chairpersons.

#### **Section 9.18: BOD Executive Committee**

The Executive Committee of BOD shall comprise of the President, the Secretary and the Treasurer who are elected directly by the Voting members of the GB as per the Election rules.

#### **Section 9.19: Eligibility for BOD President**

To be eligible for the President's position, the individual shall be at least thirty (30) years of age, as of the date of Election and have demonstrated leadership qualities and served at least one full term on the BOD (or the erstwhile Council or Board of Directors) and should have been a member of ISCN in good standing for at least five (5) consecutive years as of the date of Election.

#### **Section 9.20: Duties of BOD President**

##### **The President**

- 9.20.1** Shall be a member of the ISCN BOD, and the Chief Executive of the Society.
- 9.20.2** Shall be responsible for organizing the GB and BOD meetings, in conjunction with the Secretary.
- 9.20.3** Shall preside over all GB and the BOD meetings.
- 9.20.4** Shall call special meetings, as needed, in accordance with Sec. 6.04.
- 9.20.5** Shall enforce ISCN Bylaws, rules and regulations.
- 9.20.6** Shall present the Annual Report and the Strategic Plan put forth by the BOD to the GB
- 9.20.7** Shall be an authorized signatory on all ISCN bank accounts
- 9.20.8** Shall co-sign with the Treasurer all disbursement checks worth \$5000.00 and above.
- 9.20.9** Shall, with the BOD's approval, assume responsibilities of the Treasurer in the latter's absence, with the approval of the entire sitting BOD.
- 9.20.10** 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.
- 9.20.11** Shall ensure that the ISCN property is used for its intended purpose.
- 9.20.12** Shall keep the Corona Muslim Community apprised of ISCN activities, challenges faced, and accomplishments made.
- 9.20.13** Shall serve as a 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.

- 9.20.14 Shall perform all acts and duties usually performed by an executive and presiding officer.
- 9.20.15 Shall be responsible for ensuring that all legal documents of ISCN are kept in a safe and secured place, such as a bank vault, away from the ISCN's physical location. The President shall assign two members of the BOD to have access to those documents.
- 9.20.16 Shall sign all such other papers of ISCN he or she may be authorized or directed to sign.
- 9.20.17 Shall be the spokesperson and representative of ISCN, unless assigned otherwise, for interactions with external entities.
- 9.20.18 Shall perform such acts as may be necessary for the achievement of the long-term vision, plans, and established overall objectives of ISCN.
- 9.20.19 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.
- 9.20.20 Shall perform such other duties as may be prescribed by the BOD.

#### **Section 9.21: Eligibility for Secretary**

Any Voting member of ISCN, who meets the eligibility requirements as stipulated in Sec. 9.02, and has demonstrated effective written and verbal communication skills is eligible to run for the position of the Secretary.

#### **Section 9.22: Duties of Secretary**

##### **The Secretary**

- 9.22.1 Shall be a member of the ISCN BOD.
- 9.22.2 Shall keep a complete record of all BOD Meetings. The minutes shall document and show how the decisions were made, and who made the decisions.
- 9.22.3 Shall have general charge and supervision of the ISCN's corporate books and records.
- 9.22.4 Shall sign all papers pertaining to ISCN as authorized by the BOD.
- 9.22.5 Shall send all notices required by law and by these Bylaws.
- 9.22.6 Shall make a full report at the annual meeting about all business pertaining to his or her office.
- 9.22.7 Shall keep complete membership records as updated by the Membership Committee.
- 9.22.8 Shall assemble and maintain ISCN's Policy Manual.
- 9.22.9 Shall prepare and distribute all reports required by law.
- 9.22.10 Shall turn over all books and other properties belonging to ISCN, upon 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.

- 9.22.11 Shall prepare and circulate the minutes of the meetings of the BOD at least five (5) days before the next BOD meeting.
- 9.22.12 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.
- 9.22.13 Shall register ISCN with the State of California and the City of Corona and maintain non-profit status of ISCN with the federal and state governments.
- 9.22.14 Shall take minutes and present at every BOD meeting the minutes of the previous BOD meeting for approval.
- 9.22.15 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.
- 9.22.16 Shall perform other duties as deemed required by the BOD.

### **Section 9.23: Eligibility for Treasurer**

Any Voting member of ISCN who meets the eligibility requirements as stipulated in Sec. 9.02 and who possesses the understanding of financial principles and practices is eligible to run for the position of the Treasurer.

### **Section 9.24: Duties of Treasurer**

#### **The Treasurer**

- 9.24.1 Shall be a member of the ISCN BOD.
- 9.24.2 Shall perform duties with respect to ISCN's finances as the BOD prescribes.
- 9.24.3 Shall have custody of the funds and securities of ISCN.
- 9.24.4 Shall develop detailed financial policies and procedures, approved by the BOD and enforce the same for sound handling of ISCN's financial matters.
- 9.24.5 Shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements in proper books belonging to ISCN.
- 9.24.6 Shall deposit all monies, securities and other valuable contributions in the name of or to the credit of ISCN in such chartered bank or banks, or in the case of securities in such registered dealers in securities as may be designated from time to time by the BOD.
- 9.24.7 Shall disburse the funds of ISCN under the direction of the BOD, taking proper vouchers for such disbursements.
- 9.24.8 Shall render an account of all the transactions and a statement of the financial position of ISCN to the President and the GB meeting, or whenever required of him or her, and shall cooperate fully with the BOT in the event of the dissolution of the BOD.
- 9.24.9 Shall sign all disbursement checks on behalf of ISCN, and co-sign, with the President, checks worth \$5,000.00 or over.
- 9.24.10 Shall be authorized, in the event of the absence of the President, to write checks worth over

\$5,000.00 with the approval of a simple majority of the BOD.

- 9.24.11** Shall prepare an annual budget in cooperation with the Chairpersons of various Committees and submit it to the BOD within thirty (30) days before the beginning of the new fiscal year.
- 9.24.12** Shall file periodically the necessary papers for City, State and Federal taxes and statements.
- 9.24.13** Shall prepare the financial report of the income and expenditures and present it at the Annual General Body meeting.
- 9.24.14** Shall participate in all fund-raising activities and keep full updated records of amounts raised and collected.
- 9.24.15** Shall also perform such other financial duties as directed by the BOD.

**Section 9.25: Religious Affairs Director**

The BOD, in consultation with the BOT, is responsible for hiring the Imam or the Religious Affairs Director. Upon being hired, the Imam shall become the religious leader of and advisor to the ISCN. Reporting directly to the BOD President, the Imam shall adhere to the Bylaws of ISCN and the policies set by the BOD and shall not be a member of the BOD. The Imam's compensation structure will be set by the BOD in accordance with the Imam's experience, skills, education and such other factors as the BOD shall deem relevant. The Imam shall belong to one of the four traditional Sunni schools of thought. In consultation with the BOT, the Imam may be removed only by a two-third (2/3) majority of the entire BOD, then in office, with no recourse to appeal since the appointment is "at will."

**ARTICLE X: REMOVAL AND RESIGNATIONS**

**Section 10.01: Removal and Resignation**

- 10.01.1** Any Executive Committee member, namely, the President, Secretary or Treasurer may be removed for cause, including but not limited to negligence, fraud, felony conviction, moral turpitude or other causes defined elsewhere in these By-Laws, at any time, by a two-third (2/3) majority of the Voting members present at a GB meeting that meets quorum requirement.
- 10.01.2** Any one of the five (5) other BOD members may be removed for cause , including but not limited to negligence, fraud, felony conviction, moral turpitude or other causes defined elsewhere in these By-Laws by the unanimous vote of the entire sitting BOD members.
- 10.01.3** A BOD member shall cease to be 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 without advance notice to the President or the Secretary, or an acceptable explanation to the BOD. The BOD may approve absences of BOD members for longer number of absences for special circumstances, not exceeding six (6) months. The BOD will discuss irregular attendance of BOD members in their meetings and take appropriate action.
- 10.01.4** 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 at the date of the receipt of such notice or a later date specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- 10.01.5** 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 or BOE for at least one year unless the resignation is caused by appointment to the BOT or BOE and acceptance by the BOD member.
- 10.01.6** The BOD may reinstate, with simple majority vote, a member who was removed if it was later determined that the removal was not justified.
- 10.01.7** The removed BOD member 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 meeting for inclusion in the Agenda. Personal representation of the member may be allowed. The decision of the BOT shall be final and binding.
- 10.01.8** Any or all BOD Members may be removed for cause by a two-thirds (2/3) majority vote of the Voting members participating at the General Body meeting where such a vote is held. 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 and the BOT shall be deemed to have assumed all powers erstwhile vested with the BOD.

#### **Section 10.02: Vacancies**

A vacancy in the BOD created because of death, disqualification, removal or resignation or any other cause shall be filled in the manner as prescribed in these Bylaws. Such vacancies shall be filled within forty-five (45) days of occurrence of such vacancy.

### **ARTICLE XI: FINANCES**

#### **Section 11.01: Contracts and Loans**

##### **Section 11.01.1: Contracts**

The BOD may authorize any officer or officers, agent or agents, 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 ratified by the BOD.

##### **Section 11.01.2: Loans**

No loan shall be contracted on behalf of ISCN and no evidences 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 the members of the BOD, BOT or BOE.

#### **Section 11.02: 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 contribution in any form from any source on behalf of ISCN.

#### **Section 11.03: Usage of Funds**

Funds collected for expanding and maintaining ISCN shall not be used for any other purposes.

#### **Section 11.04: Types of Accounts and Disbursement of Funds**

##### **Section 11.04.1: Expense Accounts**

Expense Accounts shall be interest-free checking accounts at US 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 this account.

##### **Section 11.04.2: Reserve Funds Accounts**

Reserve Funds Accounts shall be interest-free accounts in US banks. 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 when the BOD President will be required to co-sign.

##### **Section 11.04.3: Zakat or Fitra Accounts**

These accounts or sub-accounts shall be interest-free accounts. All Zakat funds including Zakat-ul-Fitr shall be deposited into these accounts or chart of accounts. The Treasurer shall sign for disbursing funds from this account unless the disbursement amount is equal to or over \$5000 when the BOD President will be required to co-sign.

##### **Section 11.05: Auditors**

The BOD shall nominate at least every three (3) years qualified auditor(s) to review the financial status of ISCN and all of its accounts. A final report of the audit, as prepared by the auditor(s) and submitted to the BOD shall be presented at the General Body meeting.

##### **Section 11.06: Separate Annual Budgets**

Several individual Budgets when necessary shall be established to cover the activities of ISCN. 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 30 days prior to the beginning of the new fiscal year.

#### **ARTICLE XII: BOD SPECIAL COMMITTEES**

To promote efficient handling of BOD matters, the BOD may appoint various special 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 whole BOD. Committees shall be composed of one or more members of the BOD and other members of ISCN, and shall have such powers as may be expressly delegated to it by the resolutions of the BOD Members.

The Chairperson of each BOD Committee shall be a member of the BOD. Any BOD member may serve as a member of another committee upon being invited by the respective Chairperson and if he or she so accepts.

The Chairpersons of different committees may enlist the expertise and knowledge of other individuals within the community or outside to increase the prospects of successfully executed programs and projects.



The BOD may prescribe the manner in which proceedings of any committee may be conducted. In the absence of any such prescription, such 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.

**Section 12.01: Committees' Budget**

The Chairperson of each Committee shall be responsible for presenting to the Treasurer a budget for his or her committee within twenty (20) days of being appointed or by November 15 of each fiscal year. The budget for each Committee shall be approved by a majority vote of the BOD members. No expenses can be incurred before such approval.

**ARTICLE XIII: BOD STANDING COMMITTEES**

**Section 13.01: Definition and Description**

The term "standing committee" shall mean any committee appointed by the BOD that is authorized by specific delegation, without further BOD action, 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.

**Section 13.02: Establishment of Standing Committees**

The establishment of a standing committee shall be effected by a resolution of the BOD approved by the vote of the majority of the BOD Members then in office, which shall specifically set forth the powers and duties delegated to such committee and specifically identify the committee as a "standing committee."

**Section 13.03: 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.

**A Standing Committee shall:**

- 13.03.1** Be chaired by a BOD Member.
- 13.03.2** Appoint a Committee Treasurer when needed.
- 13.03.3** Prepare a schedule of events and meet regularly.
- 13.03.4** Submit quarterly reports to the Secretary.
- 13.03.5** Submit a yearly budget to the Treasurer.
- 13.03.6** Keep minutes of its meetings.
- 13.03.7** Adhere to the Bylaws.

**Section 13.04: Standing Committees**

**The BOD shall appoint the following Standing Committees:**

- 13.04.1** Development Committee (DC)
- 13.04.2** Fund Raising Committee (FRC)
- 13.04.3** Finance Committee (FC)
- 13.04.4** Information Technology (IT)

- 13.04.5 Membership Committee (MC)
- 13.04.6 Social Service Committee (SSC)
- 13.04.7 Sisters' Committee (SC)
- 13.04.8 Facilities & Security Committee (FSC)
- 13.04.9 Programs Committee (PC)
- 13.04.10 Interfaith and Outreach Committee (IOC)
- 13.04.11 Religious Affairs Committee (RAC)

The BOD may from time to time establish more standing or Special Committees as deemed necessary.

- 13.04.1 **Development Committee (DC):** The Development Committee shall consist of a Chairperson and a minimum of two additional members, one of whom shall be a qualified and reputable civil engineer. The purpose of DC 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, getting design approvals from necessary authorities, implementation and interfacing with the constructional aspects of the approved plans.
- 13.04.2 **Fund Raising Committee (FRC):** The Fund Raising Committee shall consist of a Chairperson and a minimum of two additional members. It will be responsible for developing and executing fund raising 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, national and international levels to raise the necessary funds for the ISCN development project.
- 13.04.3 **Finance Committee (FC):** The Finance Committee shall be headed by the Treasurer and consist of a minimum of two additional members. The purposes of the FC are to assist in reconciling and reporting the financial data and records to the BOD, keep up-to-date record of all monetary transactions and distribute yearly financial documents to contributors and employees.
- 13.04.4 **Information Technology (ITM):** The Information Technology shall consist of a Chairperson and a minimum of two additional members. Its purpose shall be to utilize the various information technology tools to support ISCN's programs and provide various 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, e-mails, phone calls, etc.
- 13.04.5 **Membership Committee (MC):** It will keep track of ISCN members' status and promote membership by attracting new members, processing and maintaining membership application records in an efficient manner, and to 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.
- 13.04.6 **Social Services Committee (SSC)** The Social Services Committee shall consist of a Chairperson and a minimum of additional two members. It will be responsible for recommending appropriate disbursement of the Zakat and Fitra funds. It will also be responsible for developing and executing social services related programs to benefit the Community.
- 13.04.7 **Sisters' Committee (SC):** The Sisters' Committee shall be headed by a Sister BOD Member and consist of a minimum of three additional members. With special focus on sisters, the purpose of SC is to develop, promote, organize and conduct educational 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. The Sisters Committee shall be in charge of the management of Friday Lunches and Ramadan Iftaars and Dinners. It will also support various programs of ISCN including, but not limited to, Eid celebrations, Open Mosque

Day, Fund-raising events, etc. One Sister BOD member shall be designated to support the Girls' Youth unit by providing them guidance and encouragement.

- 13.04.8 Facilities & Security Committee (FSC):** The Facilities and Security Committee shall consist of a Chairperson and a minimum of two additional members. The purpose of FSC is to ensure that all facilities are properly 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.
- 13.04.9 Programs Committee (PC):** The Programs Committee shall consist of a Chairperson and a minimum of two additional members. The purpose of PC is to plan major programs of 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. All activities of ISCN should be channeled through the Programs Committee.
- 13.04.10 Interfaith & Outreach Committee (IOC):** The Interfaith and Outreach Committee shall consist of a Chairperson and a minimum of two additional members. The purpose of IOC is to develop harmonious relations with the people of other faiths and promote the understanding of Islam.
- 13.04.11 Religious Affairs Committee (RAC):** The Religious Affairs Committee 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 Religious Affairs Committee plans or assists in planning the following events: Daily 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. The RAC member serves as the primary Muslim religious representative and liaison between ISCN and other non-Muslim religious communities of Corona-Norco and surrounding areas.

#### **Section 13.05: Appointment of Committee Chairperson**

The BOD President shall submit nominations to the BOD for approval of Committee Chairperson for each of the Standing Committees. The BOD may approve such a nomination by a simple majority vote at any regular meeting of the BOD.

#### **Section 13.06: Limitation of Committee Chairperson**

There shall be no limitation on the number of committees that a BOD member may be chosen to head with mutual consent between the member and the BOD.

#### **Section 13.07: Committee's Recommendations**

The recommendations of a Standing Committee shall be honored and carried out unless a simple majority of the members of the BOD votes against them.

#### **Section 13.08: Limitations upon Standing Committees**

No committee shall have any of the authority of the BOD with respect to the following:

- 13.08.1** The approval of any action for which the Law also requires approval of the General Body or approval of a majority of all the General Body;

- 13.08.2** The filling of vacancies on the BOD or on any Committee, which has the authority of the BOD;
- 13.08.3** The amendment or repeal of Bylaws or the adoption of new Bylaws;
- 13.08.4** The amendment or repeal of any resolution of the BOD, which by its express terms is not alterable;
- 13.08.5** The appointment of other committees of the BOD or the members thereof, if such committee will have the authority of the BOD;
- 13.08.6** The expenditure of ISCN's funds to support a nomination for a BOD Member;
- 13.08.7** 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.

#### **ARTICLE XIV: ISCN BOARD OF TRUSTEES (BOT)**

##### **Section 14.01: BOT Organization**

- 14.01.1** 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 elected members of the BOT, the President of the ISCN BOD shall serve as a non-voting ex-officio Trustee.
- 14.01.2** The BOT shall, along with BOD, promote the mission and creed of the ISCN, develop long-term vision and goals of ISCN, and provide a strong layer of stability by being the over-sight body.
- 14.01.3** The BOT will also be empowered, in the event of dissolution or en masse resignation of the ISCN BOD, to assume its administrative and operational responsibilities.
- 14.01.4** The BOT shall have such other powers and duties, not inconsistent with the provisions of the Bylaws of the ISCN or with applicable provisions of the State laws, as applicable to non-profit 501 (c) (3) approved organizations.
- 14.01.5** No person may serve simultaneously as a member of the BOT, BOE and the BOD. Any Trustee who is elected or appointed to the BOD or BOE 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 or BOE.
- 14.01.6** No husband and wife or parent and child shall simultaneously serve as members of the BOT.
- 14.01.7** 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).

##### **Section 14.02: General Eligibility Requirements for BOT**

Only those voting members 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 BOD in the erstwhile structure) will be eligible for BOT positions.

### **Section 14.03: Ineligibility for BOT**

- 14.03.1** No employee of ISCN (defined solely for the purposes of this section as employed by ISCN for more than twenty-four (24) hours per week on a regular basis) 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.
- 14.03.2** Any BOT Member, who becomes a full-time employee of the ISCN or of any constituent institution of the ISCN or whose spouse 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. The incumbent trustee's immediate family members, their spouses and their children shall not be eligible to run for BOT positions.
- 14.03.3** 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.

### **Section 14.04: Election of BOT**

- 14.04.1** 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 as per the Bylaws.
- 14.04.2** Initially five (5) trustees shall be elected, each for a four (4)-year term. They will then elect, under the supervision of the Election Committee, a Chairperson from among them for a period of no more than two (2) years.
- 14.04.3** 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.
- 14.04.4** 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.
- 14.04.5** Since the Voting members elect the BOT Members, they will be deemed on par with each other with no implied or explicit hierarchy.
- 14.04.6** Every four years there will be elections for the BOT.

### **Section 14.05: Chairperson's Functions and Responsibilities**

#### **The Chairperson**

- 14.05.1** 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.
- 14.05.2** 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.
- 14.05.3** Shall be a co-signor with the temporary Treasurer for all checks worth five thousand US dollars (\$5,000.00) or above, in the event of taking over the fiscal responsibilities of the ISCN BOD upon

its dissolution. 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.

**Section 14.06: BOT Vacancy**

- 14.06.1** 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.
- 14.06.2** Whenever a Trustee shall, for any reason other than ill health or other excused absence, be absent for three (3) regular meetings in the last twelve (12) month period, that Trustee's position shall be deemed vacant and the rules of filling vacancies shall be applied.

**Section 14.07: Removal of BOT Member**

- 14.07.1** Any member of BOT may be removed for cause by the full remaining sitting members of the BOT. Prior to such vote, the affected BOT member shall be given a chance to defend his or her position.
- 14.07.2** Following removal of a BOT member, the remaining BOT shall then apply the vacancy filling process pursuant to Section 14.06 above.
- 14.07.3** If, however, the affected BOT member does not agree to the cause for removal, the matter shall be referred to an Arbitration Committee covered in these Bylaws. The Arbitration Committee's determination shall prevail.

**Section 14.08: Scope of BOT Functions and Responsibilities**

- 14.08.1** The BOT shall refrain from the day-to-day administrative and operational duties being performed by the BOD. It will, however, maintain formal and informal communication through the office of the President of BOD to keep itself updated with ISCN's activities, plans, progress and challenges.
- 14.08.2** The BOT shall review and decide unresolved matters of the BOD or other unresolved ISCN matters referred by BOD. It will 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.
- 14.08.3** The BOT shall review and decide only those matters that are deferred by at least two-third (2/3) majority vote of the BOD or not resolved by the BOD in three (3) consecutive BOD meetings.
- 14.08.4** The BOT shall excuse, in the interest of avoiding conflict of interest, any member of the BOT itself or the ISCN BOD including the President of the BOD, if necessary, during relevant, sensitive deliberations.
- 14.08.5** 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 three (3) members selected from the Voting members' list. The Bylaws Committee shall consist of at least three (3) members selected from the Voting members' list. 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.
- 14.08.6** 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.

- 14.08.7** The BOT shall ratify the annual budget and also affirm the material transactions of the BOD's approved agreements involving real estate or personal property.
- 14.08.8** 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 decision-making process, must be party to all single transaction non-budgeted expenses over \$25,000 (twenty five thousand dollars).
- 14.08.9** The decisions and dispositions of BOT shall be deemed final and binding on all parties involved in the issue or issues.
- 14.08.10** The BOT shall develop a general process for handling matters presented to it. This process shall be available to the Voting members for review.
- 14.08.11** 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 stipulations. Such a recommendation shall be made at least 30 days prior to calling a GB meeting. The recommendation will be deemed accepted when the Voting members pass the motion by a two-third (2/3) majority where quorum conditions have been met for GB meeting. Only upon an affirmative vote, the BOT shall be deemed to have acquired forthwith the authority to take over the administrative and operational responsibilities of the BOD.
- 14.08.12** Upon such dissolution of the BOD, the BOT shall form an interim BOD within four (4) months of taking such charge. This interim BOD will administer the affairs of ISCN until the next scheduled BOD Elections.
- 14.08.13** The BOT shall establish a contractual agreement with the Trust (Waqf) to safeguard and protect the assets of ISCN. It will also develop an Endowment Program to address future financial needs and stability of ISCN.

#### **Section 14.09: BOT Meetings**

- 14.09.1** The BOT shall meet at least once in three (3) 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 mailed by the Chairperson to each member of the BOT at least ten (10) calendar days in advance of the meeting date. Any business matter may be considered at a regular meeting.
- 14.09.2** The BOT shall hold a joint meeting with the BOD and BOE within fifteen (15) days after the election to discuss and develop the goals for each Board to achieve during their term.

#### **Section 14.10: Special or Emergency Meetings of BOT**

- 14.10.1** 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 three (3) days' advance notice
- 14.10.2** A notice specifying the time and place of a special meeting shall be communicated by mail, e-mail, 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; but forty-eight (48) hours notice may be given by telephone, fax, or e-mail when, in the opinion of the Chairperson, an emergency exists.
- 14.10.3** When deemed necessary, the Chairperson may conduct an emergency meeting of the Board, without prior notice, if necessary via electronic means, provided that the arrangements for such meetings comply with the applicable State laws.

### **Section 14.11: Agenda of BOT Meeting**

- 14.11.1** The Chairperson shall prepare the agenda for every meeting of the Board of Trustees. 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.
- 14.11.2** Provided it is practical, a copy of the agenda of each special meeting of the BOT shall be submitted (mailed or emailed) to each member of the BOT at least two (2) days in advance of the special meeting; however, if such advance submission is not practical, the agenda for a special meeting may be presented to the members of the BOT as the first order of business at the meeting. No items may be considered at a special meeting except as specified on the agenda.
- 14.11.3** Any member of the BOT may present, at any regular meeting of the BOT, any item whether or not the same is on the agenda of the meeting, but no final action shall be taken on an item not previously on the agenda except by the unanimous consent of the BOT members present.
- 14.11.4** 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 to the meeting, shall be submitted (mailed or e-mailed) to each member of the BOT.
- 14.11.5** 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 members.
- 14.11.6** 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.

### **Section 14.12: BOT Conduct of Business**

- 14.12.1** A quorum of the BOT meeting shall consist of a majority of the members of the BOT excluding the President of the BOD. Any decision taken in such meeting, unless otherwise specified in these Bylaws, will require the assent of a simple majority of the Trustees present.
- 14.12.2** The Chairperson shall preside over all regular and special 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.
- 14.12.3** All members of the Board of Trustees may vote on all matters brought before the BOT for consideration. No Trustee may vote by proxy.
- 14.12.4** 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.

### **Section 14.13: Minutes of BOT Meetings**

#### **The Chairperson of the BOT:**

- 14.13.1** Shall be responsible for ensuring that the minutes of all meetings of the BOT are taken
- 14.13.2** Shall be responsible for preserving all minutes, papers, and documents pertaining to the business and proceedings of the Board
- 14.13.3** Shall be the custodian of all records of the Board of Trustees



**14.13.4** The minutes of the meeting shall be transcribed and a copy sent to each member of the BOT within ten (10) days after each BOT meeting.

**Section 14.14: BOT Executive Session**

The BOT may decide by a vote of a majority of the members present, to keep the meeting closed to the public, subject to the requirements of State law concerning access to such meetings.

**Section 14.15: Right of Inspection by BOT Members**

A BOT Member shall have the right of access, at any reasonable time, to the records, data, documents and the physical properties of ISCN. Improper use or dissemination of the information so accessed shall result in a reprimand including, but not limited to, removal from the BOT.

**ARTICLE XV: ISCN BOARD OF EDUCATION (BOE)**

**BOARD OF EDUCATION**

**Section 15.01: Purpose**

The ISCN shall form the Board of Education (henceforth called BOE), an elected body that shall provide the ISCN schools with leadership and represent the interests of the community on educational issues and provide oversight for the operation of the ISCN schools.

The BOE shall conform to the vision, mission and goals of the ISCN uniformly across all ISCN schools and establish an effective public relations plan by creating partnerships with other educational organizations that serve children.

**Section 15.02: Organization of BOE**

The BOE shall consist of five (5) members duly elected by the general body of ISCN for a term of two (2) years with a maximum of three (3) consecutive terms. The elected members of this body shall elect from among themselves, by a simple majority, the President of BOE. They may elect a Secretary and Treasurer as needed defining duties and responsibilities as relevant to BOE. The President of BOE shall attend the regularly scheduled BOD meetings as a non-voting member.

**Section 15.03: Roles and Responsibilities of BOE**

**15.03.1** The BOE shall be charged with the responsibility to meet federal and state requirements, develop strategic plan and goals, adopt an annual budget approved by the BOD, establish and maintain a basic organizational structure for the ISCN school systems, and create a climate that promotes educational excellence.

**15.03.2** The BOE shall provide administrative oversight relative to the educational policies and play a central role in establishing systems and processes to ensure the school system's fiscal accountability.

**15.03.3** The BOE shall establish strong relationships with parents and others to help support students and advocate for private education.

- 15.03.4** The BOE shall undertake broad human resource functions that include making crucial decisions regarding the schools' top-level leadership and key staff by recruiting, hiring and evaluating the performance of the principals of different ISCN schools. The school principals shall have the responsibility to hire the staff in consultation with the BOE.
- 15.03.5** The BOE shall not run the schools; it will ensure that they are run efficiently by exercising supervision and control primarily through the school principals.
- 15.03.6** The BOE shall establish benchmarks to monitor the progress of the execution of the strategic plan and evaluate the school principals on his or her successful implementation of the BOE strategic plan.
- 15.03.7** The BOE shall receive regular status reports on the progress of the plan from the school principals.
- 15.03.8** The BOE shall speak in one voice through the President of BOE to the school principals and communicate as a whole based on formal decisions taken at the BOE meetings.
- 15.03.9** The BOE shall establish and approves all schools' budgets in conjunction with the school supervisory staff and monitors the schools' expenditures throughout the year.
- 15.03.10** The BOE shall understand the legal requirements for educational programs; however, it will defer the approval authority to the BOD.
- 15.03.11** The BOE shall permit members of GB to add agenda items to the BOE Meetings provided the BOE is given notice of such inclusion at least twenty-one (21) days prior to the BOE Meeting. Such inclusions shall be solely at the discretion of the BOE.
- 15.03.12** The BOE meetings shall be open to the GB members to attend as silent, non-voting observers but shall be requested to leave the BOE meeting when executive and sensitive issues are being deliberated and decided upon.
- 15.03.13** The BOE shall review and approve the schools' curriculum, text books and supplementary teaching materials working with the principals of the schools.

**Section 15.04: General Eligibility Requirements for BOE**

Any Voting member of ISCN, who has been a voting member for at least one (1) year, will be eligible to be nominated as a candidate for election to the BOE.

**Section 15.05: Ineligibility for BOE**

- 15.05.1** No employee of ISCN (defined solely for the purposes of this section as employed by ISCN for more than twenty-four (24) hours per week on a regular basis) shall be eligible for election or appointment as a member of the BOE. In order to be eligible for election or appointment to the BOE, a former employee must have ceased employment with ISCN for at least one (1) year prior to such election or appointment.
- 15.05.2** Any BOE member who becomes a full-time employee of the ISCN or of any constituent institution of the ISCN shall be deemed thereupon to have resigned, effective immediately, from the BOE. The incumbent member's immediate family members, their spouses and their children shall not be eligible to run for BOE positions.
- 15.05.3** No Voting member who is an office holder of any entity that has a tenant-landlord relationship with ISCN shall be nominated as a candidate for election to the BOE.

- 15.05.4 If any current or past full-time employee of ISCN intends to run for BOE position, he or she shall be required to maintain the status of a non-employee of ISCN for at least one year prior to being eligible to be nominated as a candidate for election to the BOE.
- 15.05.5 Any BOE member who has served three complete two-year terms consecutively as a member of the BOE shall be ineligible for election or appointment to the BOE, the BOD, or the BOT for a period of at least one year.

**Section 15.06: Election of BOE**

- 15.06.1 The members of the BOE shall be elected by the Voting members of the General Body in an election managed by the Election Committee appointed as per the Bylaws.
- 15.06.2 If any vacancy occurs in the BOE, it will appoint, within forty-five (45) days, a new BOE member, by a simple majority vote of the BOE members present at such vote.

**Section 15.07: Duties of the President of BOE**

**The President of BOE shall:**

- 15.07.1 Preside over all BOE meetings. In the event of his or her absence, he or she shall designate any other member of the BOE to preside.
- 15.07.2 Prepare and distribute the minutes of BOE meetings to the Secretary of BOD.
- 15.07.3 Develop the strategic plans and goals for the schools.
- 15.07.4 Attend the regularly scheduled BOD meetings as a non-voting member.
- 15.07.5 Prepare and present an annual budget to the BOD for consideration and approval with or without modifications.
- 15.07.6 Prepare and present to the BOD a financial report of BOE at intervals jointly agreed with the BOD.
- 15.07.7 Develop forms and processes for evaluating the principals of schools and approved by the BOE.
- 15.07.8 Form short-term or long-term committee or committees to assist in the administrative and other tasks that come under the President's responsibility.
- 15.07.9 Perform other duties as deemed necessary and befitting the leader of the education board.

**Section 15.08: Meetings of BOE**

- 15.08.1 The BOE shall meet at least once per month. The BOE or any of its members shall derive authority only through the decisions made in a properly called BOE meeting.
- 15.08.2 The minutes of all BOE meetings shall be forwarded to the Secretary of BOD within a week of such meetings.
- 15.08.3 The BOE shall hold a joint meeting with the BOD and BOT within fifteen (15) days after the election to discuss and develop the goals to achieve during its term.

## **ARTICLE XVI: ISCN YOUTH**

ISCN shall have a Youth Committee that shall have two separate units - one for the Boys and the other for the Girls. Working under the supervision of an elected BOD member each unit will comprise of at least 5 members, a President and a Secretary, duly elected by the youth members of each unit. Each unit will have the independence to develop and execute its own programs with possible joint Youth programs, keeping in view the ISCN's vision, mission and goal and the provisions of the Bylaws. Both units shall strive diligently to project and promote the positive image of the Muslim youth within the ISCN community and at large.

The Presidents of the two youth units will serve alternately for one (1) year on the BOD with full voting rights. After serving one (1) year on the BOD, the next youth unit President shall serve on the BOD. In the event the second Youth unit's President cannot serve for whatever reason, the seat shall remain vacant until that youth unit's President is elected. Under no circumstances will the President who has already served one (1) year be permitted to continue serving a second year. In such an event, the BOD shall continue to function with eight (8) BOD members.

### **Section 16.01: Youth Membership Eligibility**

- 16.01.1** Meeting the general residential requirements as mentioned in Sec. 5.01, the age for the youth membership shall be defined as those between the ages of 13 years to 21 years unless elected shall president at the age of 21 years to serve a two (2) year term. Upon attaining the age of 17 years, they may also become Associate Member as defined in Section 5.01.2.
- 16.01.2** Each youth shall be required to fill the Youth Membership Form and pay regularly the membership dues as determined by the ISCN Membership Committee from time to time.
- 16.01.3** To run for any elected position, the youth shall be a member of the youth unit for at least one year.

### **Section 16.02: Youth Units Organization, Term and Election**

- 16.02.1** Each unit shall have a President and a Secretary both duly elected by the members of the respective units for a term of two (2) years each.
- 16.02.2** At the time of election, the Youth President shall be no older than twenty-one (21) years of age.
- 16.02.3** The Election Committee, appointed by the BOT, shall manage the election of the Youth units.

### **Section 16.03: Youth Meetings**

- 16.03.1** The meetings of the Youth units will be held as decided by the Youth members at a frequency suitable to their needs and convenience. Such meetings will require coordination, in advance, with the Facilities Committee.

### **Section 16.04: Youth Leadership Roles and Responsibilities**

#### **16.04.1: The Youth President shall**

- 16.04.1.1** Serve as a Voting Member of the BOD for one (1) year, alternating every year between the Presidents of the two Youth units, and abide by the duties of a BOD member as set forth in Section 9.16.
- 16.04.1.2** Actively lead the entire unit in supporting ISCN's programs.
- 16.04.1.3** Preside over all Youth meetings using an agenda developed in conjunction with the Secretary.

- 16.04.1.4 Develop programs in advance and ensure efficient communication with all resources involved for successful execution of those programs.
- 16.04.1.5 Present to the BOD a detailed request for budget needs for the respective Youth units.
- 16.04.1.6 Develop detailed fund-raising programs to support and execute them in conjunction with the BOD.
- 16.04.1.7 Ensure that all monies received are properly transferred to the ISCN BOD Treasurer for centralized financial responsibility.
- 16.04.1.8 Report regularly the financial status of the respective units to the BOD and seek approval prior to spending \$500.00 from the Youth account.
- 16.04.1.9 Report the general State-of-the-Youth unit annually to the BOD and the General Body.
- 16.04.1.10 Attend BOD meetings as non-voting member and actively participate in the discussions relating to Youth items on the BOD meeting agenda.
- 16.04.1.11 Take initiative and perform other duties as and when needed.

**16.04.2: The Youth Secretary shall**

- 16.04.2.1 Preside at Youth meetings in the absence of the President.
- 16.04.2.2 Develop in conjunction with the President the agenda for Youth meetings.
- 16.04.2.3 Distribute the agenda and the minutes of the previous meeting to all required attendees using e-mail addresses on record at least 3 days ahead of the next scheduled meeting.
- 16.04.2.4 Take minutes of the meetings and distribute the minutes to all concerned regularly.
- 16.04.2.5 Present minutes of the past meeting at every new Youth meeting for approval.
- 16.04.2.6 Be the chief coordinator of the facilities needs for the Youth meetings.
- 16.04.2.7 Assist the President in developing the budget to support the Youth programs.
- 16.04.2.8 Be actively involved in the development and execution of the Youth fund-raising events.
- 16.04.2.9 Assist the President in communicating with the resources and individuals involved in order to successfully execute the Youth programs.
- 16.04.2.10 Assist the President in preparing the Youth unit's regularly scheduled financial report.
- 16.04.2.11 Assist the President in the preparation of the State-of-the-Youth unit annual report.
- 16.04.2.12 Take initiative and perform other duties as and when needed.

**Section 16.05: Resolution of Issues**

- 16.05.1 Should any issue or issues arise between the two Youth units, it will be referred to the BOD for resolution.
- 16.05.2 Should the issue or issues still not be resolved by the BOD then it will be deferred to the BOT for final resolution. The decision of the BOT shall be final and binding on all parties.

## **ARTICLE XVII: REMUNERATION, FEES, INDEMNIFICATION**

### **Section 17.01 Remuneration of BOT, BOD and BOE Members**

The BOT, BOD and BOE Members shall not receive any remuneration directly or indirectly, overtly or covertly, as long as they serve as members of the respective boards.

### **Section 17.02 Fees, Compensation and Reimbursement for Board Members**

- 17.02.1** No BOD, BOT or BOE Member shall receive any compensation for their services as a Board Member or as a member of committees or commissions, however, reimbursement may be made for any expenses incurred or paid by them for the benefit of ISCN upon presenting generally acceptable invoices or receipts.
- 17.02.2** ISCN shall not make any loan of money or property to, or guarantee the obligation of any BOD, BOT or BOE Member.
- 17.02.3** ISCN may advance money to a BOD, BOT or BOE 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.
- 17.02.4** ISCN will not reimburse any receipts against payment made by the member using his or her personal Credit Card.
- 17.02.5 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.

### **Section 17.03: Prohibited Transactions**

No BOD or BOT or BOE Member shall enter into any self-interested or self-dealing transaction with ISCN except as permitted by Law.

### **Section 17.04: RIGHT TO INDEMNIFICATION**

#### **17.04.1 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, BOT or BOE 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, BOT or BOE of the Islamic Society of Corona-Norco.

#### **17.04.2 Limitation on Indemnification**

- 17.04.2.1** No indemnification either for said payment or for any other expenses shall be provided unless such a member of BOD, BOT or BOE 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 settlement or compromise payment is approved either by a vote of at least three (3) members of BOT who are not parties to such claim, action, suit, or proceeding; or by independent legal counsel in a written opinion to the effect that the party to such claim, action, suit, or proceeding has met the

applicable standard of conduct necessary for indemnification set forth in this Section 17.04.1 or by a court of competent jurisdiction.

**17.04.2.2** No indemnity pursuant to this Section hereof shall be paid by ISCN on account of such BOD, BOT OR BOE 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.

**17.04.2.3** In no case shall Islamic Society of Corona-Norco make any payment that:

**17.04.2.3.1** Would adversely affect 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") or

**17.04.2.3.2** Would 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 XVIII: MEDIATION AND ARBITRATION**

Any conflict, controversy or claim arising out of, or relating to, these Bylaws or decisions 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. Unless otherwise agreed to by the parties, mediation shall be held within 30 days prior to the start of the arbitration hearing in order to facilitate settlement. The Islamic Shura Council of Southern California shall be the Arbitrator for all causes of actions initiated by any member of ISCN. The ruling of the Shura Council of Southern California shall be binding on all parties.

## **ARTICLE XIX: JUDICIARY PROCEDURES**

### **Section 19.01: Petition Process**

Allegations of misdemeanor, misappropriation of funds, fraud, corruption, violation of the Bylaws, cover-up of such offenses, may be brought against a member or a group of members by a petition signed by at least thirty (30) percent of the Voting members, supported by objective, documented and relevant evidence. The petition shall be handed over to the President of the BOD and a copy given to the Secretary and the Chairperson of BOT.

### **Section 19.02: Discharge of Petition or disputes**

The BOD shall meet within two weeks of receipt of the petition in order to setup a mediation panel to hear the allegation or allegations and resolve any disputes. If the allegation or allegations is or are against a member of the BOD, the remaining BOD Members shall be responsible for calling the meeting for setting up the panel. If the allegation or allegations is or are against one of the members of ISCN, the entire BOD shall be responsible for calling the meeting and setting up the panel.

### **Section 19.03: Appointment of a Mediation Panel**

The mediation panel shall consist of an Officer of the Executive Committee, 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.

**Section 19.04: Refusal to Participate**

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.

**Section 19.05: Hearings Proceedings and Conflict Resolution**

- 19.05.1** The panel shall hear the allegation or allegations and hear witnesses from both sides, examine all evidences, pass the verdict, and determine punitive and corrective measures.
- 19.05.2** In case of a conflict between members of ISCN, the BOD or the Executive Committee, or a mediation 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.

**Section 19.06: Escalation of Unresolved Issues**

In case the issue or issues are still not resolved, it will be deferred to the BOT whose decision shall be final and binding.

**ARTICLE XX: BANKRUPTCY AND DISPOSITION**

**Section 20.01: Bankruptcy of ISCN**

In case of the need to file for Bankruptcy Protection after the BOD, BOT and BOE 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.

**Section 20.02: Disposition of ISCN**

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

- 20.02.1** First, the Trust (Waqf), the lessor of ISCN Campus shall be entrusted with the responsibility to manage or disposition of the assets and liabilities of ISCN. After paying or providing for the payment of all the liabilities, the Trust (Waqf) shall dispose of all the assets in accordance with the law governing the dissolution of 501(c) 3 status. (Not-for-profit corporations)
- 20.02.2** Second, in the absence of the Trust (Waqf), the Islamic Shura Council of Southern California shall be entrusted with the responsibility to manage or disposition the assets and liabilities of ISCN.

**ARTICLE XXI: AMENDMENTS AND INSPECTION OF BYLAWS**

**Section 21.01: Amendments to the Bylaws**



- 21.01.1** A proposal for the amendment or amendments of the Bylaws shall be signed by two-thirds (2/3) of the members of the BOD or by a simple majority of Voting members.
- 21.01.2** All amendments must be submitted in writing to the Secretary at least one hundred and twenty (120) days prior to the General Body meeting and contained in the Agenda that is sent to all members. The Secretary, upon BOD approval, shall mail the proposed amendment or amendments to all the Voting members at least thirty (30) days prior to the General Body meeting.
- 21.01.3** An affirmative vote by a two-third (2/3) majority of the Voting members shall be necessary for the adoption of all proposed amendment or 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.
- 21.01.4** All amended Bylaws shall be filed promptly with the California Secretary of State, if so required. If further amendments to the Bylaws are required for complying with state or federal requirements, a simple majority shall be sufficient for passage of only such required amendments. If the amendments are for any other purpose, a two-thirds vote shall be required.

**Section 21.02: 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 at a mutually convenient time.

**ARTICLE XXII: ISCN CONFLICT OF INTEREST**

**Section 22.01: 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.

ISCN BOT, BOD and BOE shall develop and maintain a written **conflict of interest policy** to determine whether board members have a conflict of interest and to manage such conflicts of interest.

**Section 22.02: Full Disclosure**

Board members shall disclose their connections with groups doing business with the organization. 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 the organization any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter.

**Section 22.03: 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.

**Section 22.04: Responsibility of the BOT, BOD, BOE**

Whenever a member of any ISCN Board has a financial or personal interest in any matter being considered before the BOT, BOD or BOE, the board shall ensure that:

- 22.04.1** The interest of such officer or director is fully disclosed to all the members of the board.
- 22.04.2 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.
- 22.04.3** Any transaction in which a director or officer 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.
- 22.04.4** Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
- 22.04.5** 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.
- 22.04.6** 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”).
- 22.04.7** 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.

*In the name of Allah, Most Gracious, Most Merciful*

## **COMPLETION OF BYLAWS**

We the undersigned, hereby attest that the above forty two (42) pages are true, correct and complete Bylaws of the Islamic Society of Corona-Norco, Corona, CA as approved by the General Body on **July 30, 2011** at the ISCN Masjid located at 465 Santana Way, Corona. CA 92881.

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<Signatures on File>

### **ISCN Bylaws Committee**

***Ahsan Baseer  
Faiq Bokhari  
Mohammad Abdul Quader  
Mohammad Zia  
Naeem Saleemi  
Shams Iqbal***

**Dua'**

***Oh Allah! In sincerity we supplicate, in faith we serve, in belief we sacrifice, in devotion we pray, help us to follow the true path, forgive us our weaknesses as we set our hands to this task, for you are The Forgiver, The Cherisher, The All-Mighty. Ameen!***

## **APPENDIX “A” – TRANSITION**

To facilitate the smooth transition from the present unitary organizational structure to the proposed multi-unit structure, the steps identified in this Appendix shall be adopted. Its validity shall end once the first elections are completed under the amended Bylaws

### **Section A.1: FORMATION OF THE ELECTION COMMITTEE**

Once the GB approves the revised Bylaws, the current ISCN Council shall appoint an Election Committee (EC) comprising of a Chairperson and, at least two (2) other members, all being voting members. The EC shall develop the election process based on the provisions of the newly approved Bylaws.

### **Section A.2: ELIGIBILITY OR INELIGIBILITY OF INCUMBENTS TO RUN FOR ELECTIONS**

The following eligibility/ineligibility criteria shall be applied to the incumbent ISCN Council members:

1. Unless excluded by their own volition, all incumbent Council members will be eligible to run for election for any new Board (namely, BOD, BOT or BOE) provided he or she meets the eligibility criteria for that Board position.
2. Any incumbent Council member who has completed one full term on the current council and who gets re-elected shall, upon completion of one term under the new Bylaws, be deemed to have completed two consecutive terms and therefore will not be eligible for election or nomination for one year for any Board (namely, BOD, BOT or BOE) position.
3. Any Council member who was elected for the first time to serve on the current ISCN Council under the current bylaws, or is serving as a nominated council member, will be eligible under the amended bylaws to run for election for any new Board (namely, BOD, BOT or BOE) position provided he or she meets the eligibility criteria for that Board position and shall be eligible for re-election for one more term before section 9.02.8 applies.
4. After the lapse of one year from the date of completion of terms as defined under section 9.02.8, all members will become eligible to be nominated to any new Board (namely, BOD, BOT or BOE) provided he or she meets the eligibility criteria for that Board position.

### **Section A.3: RESIGNATION OF INCUMBENT COUNCIL MEMBERS**

All members of the incumbent Council including board members of the Youth organization shall be deemed to have resigned on the date when the newly elected Board (BOT, BOD & BOE) members and Youth units' officers shall be sworn in.

### **Section A.5: LIST OF ELIGIBLE VOTERS AND ELECTION PROCESS**

The EC shall publish the list of Voting Members and eligible candidates at least 40 days before the Election Day and shall conduct elections as per Sec. 9.03.

### **Section A.6: SUSPENSION OF MAJOR DECISIONS**

During the period between the Election Day and the swearing-in date, no major Council decisions will be permitted pertaining to (but not limited to) personnel hiring, removal, salary revision, or any financial commitment with long-range impact.

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