

**In the name of Allah the Beneficent the Merciful**

**BY-LAWS**  
**AND**  
**ORGANIZATIONAL GUIDELINES**  
**(Revised December 2012)**

**ISLAMIC CENTER OF SANTA CLARITA VALLEY**  
**ICSCV**

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ICSCV is registered in the State of California as a non-profit organization under section 501©(3) of the  
U.S. Federal Tax Code

**ARTICLE 1  
NAME**

The name of this organization shall be the Islamic Center of Santa Clarita Valley (ICSCV), and shall hereinafter be referred to as “The Center”. Furthermore it is a religious non-profit organization.

**ARTICLE 2  
OFFICES**

*Section 2.01* **Principal Office**

The principal office for the transaction of the business of this corporation (“principal executive office”) is located at \_\_\_\_\_, County of Los Angeles, and State of California.

*Section 2.02* **Other Offices**

Section 1.02. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the cooperation is qualified to conduct its activities.

**ARTICLE 3  
NONPARTISAN ACTIVITES**

This corporation has been formed under the California Non-profit Religious Corporation Law for the religious purposes described herein below at Article XV, and it shall be non-profit and non-partisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

**ARTICLE 4  
DEDICATION OF ASSETS**

The properties and assets of this non-profit corporation are irrevocably dedicated to religious purposes. No part of the solution or otherwise shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code section 501 (c) (3)

## ARTICLE 5 GOALS AND OBJECTIVES

The primary objective of the Islamic Center of Santa Clarita Valley is to provide a focus of activities for Muslims living in Santa Clarita Valley to organize the religious, educational, and social life of their community in light of the Islamic teachings and traditions. It enables them to make positive, effective, and organized contributions towards the wellbeing and enhancement of the social and cultural environment in which they live. An additional goal of the Islamic Center is to act as an information resource by providing an understanding of Islam as a faith, as a religion, and as a way of life, and by striving to create an awareness of the Islamic point of view on issues of contemporary relevance. In its workings it has been organized as a democratic association of equals; it does not entertain distinctions based on race, color, ethnicity, sectarian affinities, and countries of origin and financial standing of its members. Towards this objective, the Center shall:

- Uphold the creed of “LA ILAHA ILLALLAH, MUHAMMAD RASOOLULILAH”. (There is no deity but Allah, God, and Muhammad is His messenger.)
- Arrange and hold regular congregational prayers and Islamic festivals at appropriate times.
- Carry on religious, educational and charitable activities in conformity with the religion of Islam.
- Advocate unity, harmony, and brotherhood among the Muslim community at large.
- Provide guidance, help and counseling to Muslim youth in their spiritual, educational and professional growth.
- Promote friendly relations between Muslims and non-Muslims to facilitate joint program with the purpose of fighting common social problems and establishing dialogue and interfaith activities for the common good of the entire community.
- Maintain contact and cooperate with other Islamic Organizations to work towards common objectives.

## ARTICLE 6 MEMBERS

### *Section 6.01*    **Qualifications**

Membership of the Islamic Center of the Santa Clarita Valley shall be a privilege and open to all Muslims who are in good standing in their community, and who endorse the general policies of the Center.

All applicants shall meet the followings requirements.

- A. Geographic Area, which is defined as residing in the cities within 20 miles of the Center.
- B. Be a law full resident of USA
- C. Accept to strictly abide by and support the mission, policies, bylaws, rules and regulations of the Center.
- D. Attend the Center regularly and participate in its activities through committees or sub-committees
- E. Support the Center financially to the best of their abilities
- F. Must be at least 18 years of age

### *Section 6.02*    **Procedures**

- A. Qualified applicants as per Section 6.01, fill out the Center’s membership application form and sign. (See Exhibition C)
- B. Receive written recommendations of at least two active members testifying applicant’s good moral conduct / character.

- C. Pay the full membership fee at once when submitting the application. Yearly membership fee are paid for the year beginning on January first and ending Dec. 31<sup>st</sup>. Members who cannot pay full membership fee at one time due to financial hardship, a special arrangement for installments shall be made therefor. The membership fee must be paid full by December 31<sup>st</sup> of the calendar year. Membership fee from time to time may be fixed by the Board of Directors.

All the information provided on the application will be reviewed and verified by membership committee and will be presented to Board of Directors for final approval. Membership committee shall send a letter of approval or denial within 60 days from the date of receipt of the application. Board of Directors reserves the right to approve or deny any applicants based on their three –forth (3/4) majority vote.

### **Section 6.03 Type of Membership:**

#### **Associate Membership (New members)**

Those who have completed the requirements of Section 6.02 may become associate members for a period of one year from the date of the receipt of application. During this period, associate members may serve on any committees, but are not eligible to vote or run for the office. Associate members may attend the General Assembly meetings but are not eligible to vote.

#### **Active Membership**

Members who have served as associated members for at least one year and have fulfilled the membership obligations are eligible to become active members. If a member applies for membership after September first, he/she is still eligible to become active members upon completion of one year, but cannot vote on the following year's election. Active members who have been in good standing and have voted at least once can run for any office.

#### **Honorary and Distinguished Membership**

Honorary membership shall be open to any individual (member or non-member) who has contributed generously to the welfare of this Center, and any person who has performed an outstanding service to the progress of this Center. Honorary membership is recognition to the service of any individual. Such an individual should be recommended by an active member and shall be approved by the majority of Board of Directors. The recipient should not be holding any elected position at the time of receiving such honoree.

Distinguished membership includes all stated for honorary membership but also includes distinguished recognition of an individual's outstanding characteristics or attributes in helping the Center by the general membership. Distinguished and Honorary members can become active members of the Center if they fulfill the requirements of Section 6.01 & 6.02.

#### **Alumni Membership:**

Any member of the Center who moves out of the Center's area as specified on Section 6.02, but willing to continue his / her membership is called Alumni member. He / she may attend the General Assmby meetings but is not eligible to vote. Upon moving back to the Center's area, he / she will be reinstated as an active member.

#### **Affiliated Membership**

A non-Muslim interested in learning about Islam and Islamic activities can be eligible to become an Affiliated Member. An Affiliated Member would not be eligible for membership in the General Assembly, Board of Directors, Committee Members or Officers. An Affiliated Member

will neither be eligible to vote in the election nor hold any office of the Center. Only a majority vote of the Board of Directors can confer Affiliated Membership.

**Section 6.04 Inactive Membership**

Any member who does not pay the dues assessed upon him or her within three (3) months of the notice of assessment shall have his or her voting privilege suspended for three (3) months from the date of notice of said suspension.

**Section 6.05 Suspension or Termination of Membership and Appeal Process**

The Membership Committee can recommend permanent or temporarily termination of a membership of any members to the Board of Directors. A notice shall be sent by registered mail to the most recent address of the member as shown on the corporation record. In this notice, full name of the member, date, due date to respond and the reason for suspension or termination shall be given. The following(s) will be reasons for canceling the membership of a member:

1. If the member submit a written resignation letter to the secretary of the board
2. Any member who fails to pay his or her dues for a period of one (1) year. Any member who cannot meet the dues assessed upon him or her for financial reasons shall give a written notice to Membership committee and will be subject to the review by the Membership Committee and Board of Directors
3. Any member who has been declared unsound mind by an order or judgment of any court to have breached a duty under section 9240 and following the California Nonprofit Corporation Law
4. Any member that is proven to participate directly or indirectly in harming the community, and to undermining the mission, the goals, and the objectives of the Center as judged by three-fourth (3/4) majority vote of the Board of Directors.
5. Any member that has publically denounces the rules and regulations of this bylaw and refuses to obey the current governing Board of Directors of the center.
6. Any member who has been convicted of any felony offense involving moral irregularity, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3
7. Any member who have made intentional efforts to discredit tarnish and/or defame Islam, and or companion of the Prophet (SAW).

The member has the right to appeal to the Board of Directors within 30 (thirty) days from the date of termination notice to reconsider his/her case. If the Board of Directors upholds its decision, the member may appeal the decision and ask for a vote by the general membership in a meeting called on the petition of 20 voting members as set out in article 7. And if a two-thirds majority of the active membership presents and voting in a meeting where a quorum is present approves, the termination member shall be reinstated.

*Section 6.06*    **Withdrawal**

Any member may withdraw from membership in the corporation by delivering to the Secretary in person or by mail addressed to the Secretary at the corporation's principal office a written request to withdraw. The Board of Directors must make an effort to contact the member, confirm and discuss the reason for withdrawal. The withdrawal becomes effective upon the Board of Directors confirmation of the notice. Dues and donations are non-refundable.

*Section 6.07*    **Reinstatement**

Persons who have been placed on the inactive membership list and persons who have withdrawn may be restored to their previous membership status on meeting the admission requirements for new members.

*Section 6.08*    **Voting Rights**

Active members are eligible to vote on the upcoming election only if the date of their active membership falls prior to the first of September of that year. Otherwise they will be considered active members but cannot vote till next year's election. Each voting Member shall be entitled to one (1) vote on each matter submitted to a vote, provided the Voting Member is current on payment of membership due.

**ARTICLE 7**  
**MEETING OF THE GENERAL MEMBERSHIP**

*Section 7.01*    **Place of Meetings**

Meeting of the membership shall be held at the principal office of the corporation. The Meeting location may be changed temporarily for easy accommodation of the members or due to the request of ¾ of the Board of Directors.

*Section 7.02*    **Annual Meetings**

An annual meeting of the members shall be held on the premises of the principal office of the Center on the 2<sup>nd</sup> Sunday in the month of January of every calendar year. The purpose of the annual meeting is to act on Board of Directors Annual Report and Financial Report, and to conduct election of new members to the Board of Directors.

Both Associative and Active members attending the Annual Meeting shall be eligible to participate in the discussion of the Annual and Financial Reports. However only active members vote (by raising their hands) for the approval of the aforementioned reports. Active members shall also have the right to present a motion or a resolution that may be binding on the Board of Directors. Voting on such a motion or resolutions shall be secret ballot by active members only.

Elections shall be conducted as per Section 8.03 and active members are eligible to exercise their voting right by secret ballot only.

Further annual meeting for the adoption of the budget and transaction of other business shall be held at the Center on the second (2<sup>nd</sup>) week of June or in any other time during the month of June as determined by the Board of Directors.

*Section 7.03*    **Special Meetings**

Special meetings of members may be called at any time by the President of the Board of Directors, or by the two-thirds (2/3) of the Board of Directors and shall be called on the written petition of

twenty-one (21) or twenty-five percent (25%) of the active voting members whichever is greater, filed with the Secretary.

The President and Secretary shall have 10 days from the date of receipt of the petitions to check the membership status and signature of persons signing the petition to determine and declare whether the petitions are valid. If all the petitions are valid, then the President is obligated to call the special meeting within fifteen (15) days of declaring the petition valid, irrespective of whether the current Board of Directors approve or disapprove of such a meeting. The meeting shall be taken place no later than 90 days from the date President declared the petitions are valid. If the petition is declared invalid, the President shall inform the persons signing the petition in writing of the reasons for such determination within fifteen (15) days of making the determination.

#### **Section 7.04 Notice of Meetings**

Notice of each meeting of members giving the time and place of the meeting and the specified business (es) to be considered shall be mailed to each member at his address as it appears on the books of the applications by the Secretary at least ten (10) days prior to the meeting. In addition, this notice along with the meeting agenda shall be posted in a prominent place on the premises of the principle office of the Center at least one week prior to the meeting.

#### **Section 7.05 Notice of certain agenda Items:**

If action is proposed to be taken at any meeting for approval of any of the following proposal, the notice shall also state the general nature of the proposal. Member action on such item(s) is invalid unless the notice or written waiver of the notice states the general nature of the proposal(s).

- I. Removing of any director without cause;
- II. Amending the articles of the incorporation; and
- III. Voluntarily dissolving the corporation

#### **Section 7.06 Record Date for Member Notice, voting, Giving Consent**

For the purpose of determining which members are entitled to receive notice of any meeting, to give or to give consent or corporate action without meeting, the Board of Directors may fix, in advance a "record date," which shall be at least 10 day but not more than 60 days prior to conducting such meeting or action without meeting. A list of members of record shall be posted in a prominent place on the premises of the principle office of the Center by the secretary at least one week prior to the meeting. If any member, whose name is not on the list, has the right to contest the board's decision only with showing prove of proper documentation(s). If the board (by majority vote) reverse their decision to include such member on the aforementioned list, then a notice of the meeting with the agenda shall be given immediately to such member.

Only members of record on the date so fixed are entitled to receive notice, to vote, or to give consent, as the case may be, notwithstanding any transfer of any membership on the books of the Corporation after the record date, except as otherwise provided in the articles of incorporation, by agreement, or in the California Non-profit Corporation Law.

#### **Section 7.07 Eligibility to vote:**

Persons entitled to vote at any meeting of members shall active members with good standing as per Section 6.02, and subject to the provisions of the California Nonprofit Corporation Law.

#### **Section 7.08 Voting**

Voting for all other issues except election of Board of Directors can be by voice or secret ballot. In election of Board of Directors shall be by secret ballot, with eligibility of voters established by reference to the voting membership list. Voting can be done in person or proxy as described in the

bylaws. A majority vote of those members present and a voting at a meeting at which a quorum, as hereinafter defined, is present shall be required for official action, unless otherwise specified in these Bylaws or by law. A member who voted in proxy can only change or revoke his/her vote in person prior to the vote pursuant to that proxy is counted. A proxy is not revoked by the death or incapacity of the maker or the termination of a member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received by the corporation. Proxy voting is not allowed on any agenda items mentioned on Section 7.04. Each member shall be entitled to only one vote on each matter submitted to a vote of the members.

#### *Section 7.09*    **Quorum**

A quorum shall consist of thirty three percent (33%) of the voting membership. If the quorum is not present at the commencement of the annual meeting, the meeting may still be held with the approval of majority of the members present. The conduct of election will proceed as long as majority (more than 50%) of active members has submitted their ballots via absentee ballot or in person. Annual and financial report shall be reviewed and approved at such meeting. If a quorum is not present at the commencement of the special meeting of voting members, another special meeting may be called within thirty (30) days. Any meeting whether or not a quorum is present may be adjourned from time to time by the vote of the majority present or by proxy. In the absence of a quorum, no other business may be transacted at that meet, except as provided in this Article.

#### *Section 7.10*    **Conduct of Meetings**

- a) The President of Board of Directors shall chair the meeting. In the absence of the President, the Vice- President will chair the meetings.
- b) The order of business for annual meetings shall be as follows:
  - (i) Agenda approval and addition of new item(s) (if any) with majority approval
  - (ii) Approval of the minutes of the previous meeting.
  - (iii) Reports of the President, Treasurer
  - (iv) Approval of financial report and adoption of new budget
  - (v) Reports of Standing and Ad Hoc Committees
  - (vi) Reports of Ad Hoc Committees
  - (vii) New Business if approved by the majority
  - (viii) Nomination Committee's report.
  - (ix) Conducting Election of Directors
  - (x) Selection of nomination committee for the following year
  - (xi) Announcement of Election Result by the chairman of Election Committee
  - (xii) Adjournment
- c) Meetings of members shall otherwise be governed by Robert's Rules of Order \* as such rules may be revised from time to time insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with law.

\* Robert Rules of Orders: Before any subject is open to debate or to vote, it is necessary, a motion be made first by a member who has obtained the floor; second, that it be seconded; and third, that it be stated by the chair, that is, by the presiding officer. Members may suggest modifications of the motion. Then the President will open the floor for discussion. Before a member address the assembly in debate, it is necessary that he should seek permission from the President to obtain the floor -- that is, he must rise after the floor has been yielded, and address the meeting. It is out of order to be standing when another has the floor, and the one guilty of this violation of the rules cannot claim he rose first, as he did not rise after the floor had been yielded.



After a member has been assigned the floor he cannot be interrupted by a member or the chairman, except by (a) a motion to reconsider; (b) a point of order; an objection to the consideration of the question;

If the debate has been closed by order of the assembly, the chair, immediately after stating the question, puts it to vote. The usual method of taking a vote is often taken by "show of hands". The other methods of voting are by rising; by ballot; by roll call, or "yeas and nays," as it is also called; by general consent; and by mail.

## ARTICLE 8 DIRECTORS

### *Section 8.01* **Number and Compensation**

The corporation shall have nine (9) elected directors who shall serve without compensation and collectively they shall be known as Directors.

Term Limit: No Director shall serve more than two consecutive terms.

### *Section 8.02* **Qualifications**

- a) All candidates must be at least 25 years old, and shall be either a citizen or permanent resident of the United States of America.
- b) An active member who has demonstrated interests in the affairs of the Center and has voted for election of other Board of Directors at least once before.
- c) Has been an active member of any committee(s) or sub-committee(s) of the Center for at least six (6) months prior to the election.
- d) Has the capacity of physical, mental and emotional fitness to discharge the obligation of a director with high level of time - commitment and enthusiasm.

### *Section 8.03* **Procedures for the Election of Board of Directors**

The Election Committee shall consist of five (5) members from the floor who have been active members of the Center for two (2) years. Members of this committee will be elected at the annual meeting and if they accept to be on this committee, none of them will be qualified to contest on the election. At the conclusion of said meeting, the members elected shall meet and select a Chairman from among themselves. Names of these committee members shall be kept on record with the Secretary of the Center. The election committee is automatically dissolved after the result of election is announced on the day of next annual meeting.

- a) The election committee shall meet no later than sixty (60) days prior to the date of the annual meeting to prepare a slate of candidate(s) for each vacancy on the Board. Election committee with the approval of Board of Directors shall designate and announce seven (7) days of nomination period, so the voting members may nominate candidates of their choice by filing with the Secretary of the Center either in person or by mail. All nominations shall be in writing and endorsed by at least two voting members. Nomination period shall be after the list of eligible active members is posted by the secretary.
- b) The Secretary shall post the approved list of all active members signed by both, the President and Secretary of the Center in a secure and prominent area on the premises of the principle office of the Center, a minimum of sixty (60) days before the day of election.

- c) The Election committee shall have seven (7) days from the end of nomination period to verify the qualification of each nominee/candidate and hold discussion (meet in person) to seek their acceptance for contesting the election. Upon acceptance, all the candidates are required to complete and sign the contest form (see Exhibition A) and submit it to the election committee within 2 days after they meet representative of election committee. In the contest form, the nominee will write a brief statement indicating their personal background, business experience, Islamic activities and their involvement in other Islamic organizations and a short statement summarizing how he/she will serve the Board of director and what is his / her vision for the growth of the Center. Failing to comply with the submittal of contest form may result in discarding his / her nomination.
- d) Election committee will submit the complete list of all qualified candidates with their brief introduction and vision of each nominee to the secretary of the Center no later than thirty (30) days prior to the election date. Secretary of the Center shall mail this list along with the annual meeting notice and agenda to the all-active members no later than fifteen (15) days prior to the day of election.
- e) If the slate of candidates is equal or greater than two (2) times the number of vacancies, the Election committee with the approval of Board of Director may require each candidate to secure the signatures of ten (10) voting members of the Center in support of his or her candidacy.
- f) Voting by proxy shall be authorized and absentee ballots will be the official form of proxy. Absentee ballots shall be issued to members upon written request only if they provide a genuine and valid reason for their absence on day of Election.
- g) The Board of Directors shall set a closing date for requesting absentee ballots which shall not be more than twenty-one (21) days before the election date. The last day for issuing absentee ballot shall be five (5) working days prior to the election.
- h) All absentee ballots to be valid must be received only to the Center's designated address by 1:00 p.m. of Saturday of the week of election or must be hand delivered to the chairperson of election committee on or before the day of Election. The Election chairperson shall issue a confirmation receipt of the absentee ballot showing the date, time and the name of person who hand delivered the ballot. A copy of all aforementioned confirmation receipt shall be presented on the day of election.
- i) Personal appearance at the election will operate as a revocation of an absentee ballot.
- j) Candidates contesting the election shall be disqualified if they contact any member of the election committee and / or any board officers for unauthorized absentee ballots.
- k) The election shall be conducted in a fair and impartial manner in accordance with the procedures established by the Election Committee and published at least thirty (30) days before the day of election. The procedure shall be considered published when the copy of the same is posted in a prominent area on the Center's premises.
- l) Each candidate shall have the right to appoint a maximum of two (2) representatives as observer to the election. These representatives shall have the right to observe and audit the distribution and counting of the ballots.

- m) The candidates receiving the highest number of votes shall be declared elected to the Board of Directors. Directors shall be elected for staggered three (3) year terms, (three Directors being elected each year) and shall take office at the first Board meeting of the calendar year following their election after being sworn in and serve until their successors are elected and qualified.
- n) In order to stream line the election of 3 new Board members every year, the election committee shall manage filling the vacancies & term of office temporarily as follows:
  - **Dec. 2013** - Elect (3) Directors for 3 years Term; (3) Directors for 2 years term and (3) Directors for 1 year term (terms are determined by highest number of votes)
  - **Dec. 2014 and After** - Elect (3) Directors for 3 years Term and continue this pattern

Name	2013	2014	2015	2016	2017	2018	2019
director 1	1	1	1	1	1	1	
director 2	1	1	1	1	1	1	
director 3	1	1	1	1	1	1	
director 4	1	1	1	1	1		
director 5	1	1	1	1	1		
director 6	1	1	1	1	1		
director 7	1	1	1	1	1	1	1
director 8	1	1	1	1	1	1	1
director 9	1	1	1	1	1	1	1
Sum	9	9	9	9	9	6	3

Each director shall office until expiration of the term for which elected and until a successor has been elected. Directors who served two consecutive terms shall remain as an active member of the Center for one year before becoming eligible to run for election again.

**Section 8.04 Responsibilities**

- a) The Board of Directors, on behalf of the Center, shall oversee all the Center’s administrative and business affairs.
- b) The Board of Directors may appoint and dismiss all employees including Religious Director and/or Imam of the Center. Employee(s) of the Center shall, at all times, be responsible and accountable to the Board of Directors. The Board of Directors shall decide on the compensation of said employee(s) and include it on annual budget.
- c) Approve the membership list on yearly no later than 2 months prior to day of election. All Directors shall engage themselves in personal level with all community members to increase the Center’s membership.
- d) Raise funds for capital improvement projects, operating of the Center, or any other sub organization that the Center may establish within the limits of these By-laws and laws of State of California.
- e) Approve and oversea the annual budget of the Center. The Board of Directors shall appoint an independent licensed accounting firm to audit the accounts of the center at minimum of every three years. The President of the Board shall present the audited financial statement to the General Assembly at the Annual meeting.

- f) The Board of Directors with a two-thirds (2/3) vote, may bar a person(s) from entering the premises of the Center, or participating in any activities of the Center, if such a person is deemed to have malicious intent and consistently shows disregard towards maintaining a safe, peaceful, and cooperative atmosphere at the Center.
- g) Except for emergencies where the following procedure is not viable, the Board shall not expend an amount greater than ten percent (10%) in excess of the total budget most recently approved by members at the annual meeting or special meeting, any financial arrangement which exceeds the said amount shall be approved by the general membership.

#### *Section 8.05*    **Meetings**

- a) Immediately following the annual meeting of members, the Board of Directors shall elect by general consensus the President from among its members at the first Board meeting in each calendar year. The President of the Board shall, with approval of the Board of Directors, appoint the Vice President, Secretary, and Treasurer. Such officers shall serve until their successors are elected and installed. This meeting shall be presided by the eldest member, or the director who is not seeking to be the officers of the Center. Then the elected President presides over the rest of the meeting. The Board of Directors shall designate a specific day of the month and time for their regular meetings (i.e. First Sunday of the month from 10 AM – 1 PM)
- b) The Board of Directors shall meet regularly, once a month, unless it is warrant to meet more than that.
- c) The meetings of the Board of Directors shall be open to the membership. Unless exceptional circumstances warrant or all the Directors shall agree otherwise, such meeting should normally be held at the Center. The Board may hold closed meeting at its discretion.
- d) In special circumstances, a meeting may be held by conference call or using similar communication equipment, so long as all directors participating in the meeting can hear one another at the same time.
- e) A quorum shall consist of minimum of five (5) Directors.

#### *Section 8.06*    **Vacancies**

A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the death, resignation, or removal of a director (see section 9.07). Vacancies on the Board of Directors shall be filled by the remaining Directors, according the new quorum, until next membership meeting where the members shall elect Directors to fill such vacancies for the remaining term of such vacancies.

If more than three (3) vacancies occur at one time, the Board will call a General Membership Meeting within six (6) weeks, (unless the general assembly meeting is held within three months), to fill these vacancies. If a Board member intends to resign, he should give two (2) weeks' notice of resignation if at all possible.

#### *Section 8.07*    **Resignation:**

Any director may resign from the board before ending their terms with a written notice that clearly states the reason and effective date of resignation to the chairman of the Board. The Board of Directors will deal with the vacancy caused by this resignation as per section 8.06.

#### *Section 8.08*    **Termination of Board of Directors Membership**

- a) Any director who fails to attend three (3) consecutive regular meetings of the Board of Directors without prior approval of the majority of the Board of Directors, shall cease to be a Director and at the fourth such regular meeting his or her office shall be declared vacant and filled as in these Bylaws provided, however, that if at such fourth (4th) meeting evidence is presented establishing that the absence was necessitated by a good cause, a majority of the Directors,

excluding the vote of the subject Director, may waive the provisions of this Section. Leave of absences is at the discretion of the Board of Directors, but not to exceed four (4) months.

- b) Any Director whose membership has been terminated as a result of Section 6.05, he /she can no longer serve on the Board of Director and his / her membership will cease immediately.
- c) A member of the Board of Directors shall be considered incapacitated due to permanent illness that make him/her unable to carry his/her duty.

Termination of any members of the board for the said reason(s) shall take place with at least two-third (2/3) vote of the remaining Board of Directors.

The member has the right to appeal the Board's decision within 30 (thirty) days from the date of termination notice to reconsider his/her case. If the Board of Directors still upholds its decision, the member may appeal the decision and ask for a vote by the general membership in a meeting called on the petition of 20 voting members as set out in article 7. And if a two-thirds majority of the active membership presents and voting in a meeting where a quorum is present approves, the termination member shall be reinstated.

#### **Section 8.09 Action by Consent**

Action may be taken by the Directors without a meeting if each Director entitled to vote signs a written consent to the action and such consents are filed with the Secretary of the corporation. Such written consent shall be filed with the minutes of the proceedings of the board.

#### **Section 8.10 Fees and Compensation of Directors**

Directors shall not receive any compensation for their service. However Directors and members of committees may receive reimbursement for their expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

## **ARTICLE 9**

### **OFFICERS OF THE CORPORATION**

(Elected by and from the Board of Directors)

#### **Section 9.01 Numbers and Titles**

The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as may be designated and appointed from time to time by the Board of Directors. Any officer may be removed at any time by a two-third (2/3) majority of the Board of Directors. An officer shall not hold a position of an officer of another religious or non-religious organization.

#### **Section 9.02 Duties and responsibilities of President**

The President shall:

- The President is the Chief Executive Officer of the Center and will preside at all meetings of the Board of Directors. The President can serve an ex officio member of all Standing Committees, except the Election Committee without vote.
- Enforce the Center's by-laws and rules and regulations.
- Oversea and supervise employee(s) and all contracts of the Center
- Sign and execute all contract and agreements approved by the Board of Directors on behalf of the Center.
- Appoint all committee chairperson with the approval of the Board of Directors.

- Be responsible for the functioning of the various organizations of the Center and keep careful supervision over all the work in this center.
- Submit all the records of all affairs of the Masjid to the new President upon his termination from the post of presidency.
- At the discretion of the Board of Directors serve as spoke person for the Center.

**Section 9.03 Duties and Responsibilities of the Vice President**

The Vice President shall assume all the duties and powers of the President in his / her absence or disability. He / she will assist the President in the discharge of his or her duties. The Vice President shall serve as the chairman of Membership Committee.

**Section 9.04 Duties and Responsibilities of Secretary**

The Secretary shall:

- Keep an accurate record of the transactions of all business meeting of the members of this corporation and of the Board of Directors.
- Be responsible for posting notice, and notifying members, of all meetings and affairs to be voted on.
- Maintain a membership roster, which is updated whenever new member join the Center. The roster shall also be maintained the up to date addresses and voting qualification of each member, and shall record therein the facts and date of termination, if any, of the membership of any such member.
- Keep safely all data and important documents of the Center (such as seal of Corporation, property deed (if any), legal and rental agreements, and....) entrusted to his/her care including the addresses of the membership and any other confidential material of the Center, and shall not share to any other organization(s) without the prior approval from Board of Directors.
- Perform such other duties as may be prescribed by the President of the Board of Directors, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed from time to time by the Board of Directors.
- Submit all the records of all affairs of the Masjid to the new President upon his termination from the post of secretary.

**Section 9.05 Duties and Responsibilities of Treasurer**

The Treasurer shall:

- (i) Supervise the handling of the Center's assets, shall keep or cause to be kept complete and accurate accounts of the assets liabilities and transactions of the Center
- (ii) Write checks on behalf of the Center to pay all the center's financial obligations, such as insurance, utility bills, rent/mortgage, employee(s)/contractor(s) compensation & other expenses approved by the Board. Arrangement shall be done with the bank that requires two signatures (Treasurer and President) for all checks written on behalf of the Center.
- (iii) Receive and safely keep all money and other property of the Center entrusted to his/her care, and shall disburse the same under the direction if the Board of Directors.
- (iv) Keep accurate record of all revenues and expenditures of the Center, and all receipts and disbursements. The treasure is responsible before the Board to show absolute transparency at all times. This includes writing financial reports regularly for the Board on monthly basis and issuing a full statement for the annual meeting of the Center.
- (v) The annual statement shall be audited and certified by an outside Certified Accountant firm in every three years or as approved by the Board of Directors.
- (vi) Furnish quarterly statements of pledge status to the Board; and

- (vii) Perform such other duties as may be prescribed by the President of the Board of Directors, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.
- (viii) Submit all the records of all affairs of the Masjid to the new President upon his termination from the post of treasurer.
- (ix) The Board of Directors, by a majority vote, will have the sole authority to authorize the disbursement of funds over \$5,000.00.
- (x) The Treasurer may, with the approval of the Board appoint an Assistant Treasurer or an accountant, but such appointee shall not be an officer of the Center.
- (xi) The Treasurer may be required to be bonded at the expense of the Center, and the Assistant Treasurer, if any, shall likewise be bonded at the expense of the Center, if the Board so requires.

#### **Section 9.06 Duties of Parliamentarian/Advisor**

The parliamentarian shall:

- Be an active member of the Center having long tenure, shall be appointed by the Board of Directors and shall serve at its discretion.
- Be an ex-officio, non-voting member of the Board of Directors.
- Review periodically the by-laws, rules and regulations of the Center and propose revisions as necessary.
- Advise the President of the Board of Directors for any non-compliance with these by-laws.
- Advise the Board of Directors for action on matters not specifically covered by these laws and proposes necessary additions to these by-laws.
- Act as parliamentarian of the corporation.

#### **Section 9.07 Fund Raising Obligation**

The Board of Directors besides the responsibility of governing has a major role of raising funds and other financial means for the Center's operation and growth. Every member of the Board of Directors should recognize and fully accept the following points

- 1) The Board is ultimately responsible for attracting funding resources to ensure the financial viability of the Center and its programs
- 2) Your membership in the Board of Directors require you to ask and contribute money of your wonto set yourself as a role model for others to follow
- 3) Board members shall create projects, programs, and activities, which is rationale for supporting the Center, and able to explain to the prospective donors persuasively.
- 4) Board members shall commit in writing with the secretary of the Board how much each one can raise during the entire year using his/her own skills and networks of friends and family members. At the end of the year, all board members commitment shall be evaluated.
- 5) Motivating fellow Board members and the community in fulfilling the Center's mission and purpose and achieving long term goals

#### **Section 9.08 Code of Conduct**

The Board of Directors in consultation with the Religious Director shall develop and maintain a written code of conduct for the Board of Director' members. The code of conduct shall be based on the essential characteristics of individuals and organizations as enunciated in the Qur'an and Sunnah. The code of conduct shall include, but may not be limited, to the following characteristics:

1. Kindness (*Ihsan*)
2. Goodness (*Hasanat*)
3. Patience and Perseverance (*Sabr*)
4. Forgiveness (*Afwa*)

5. Tolerance (*Samahah*)
6. Humility (*Tawadu'*)
7. Equity and Justice (*Qist and 'Adl*)
8. Equality of all people (*Musawah*)
9. Trust and Keeping of Promises (*'Amanah and Ifa' al-'ahd*)
10. Truthfulness (*Sidq*)

## ARTICLE 10 PAID STAFF

Board of Directors may engage the services of paid or donated staff as needed for the smooth functioning of the Center, provided the authorization for expenditure for such service has been included in approved annual budget or by a separate action of the Board of Directors. An agreement defining conditions of employment, salary, fringe benefits, duration of the Agreement and conditions, under which the Agreement may be suspended, shall be executed between the Center and the paid staff prior to the start of work. The Board of Directors, in its sole discretion can request any of paid staff of the Center to attend the Board of Director's meeting to advice or participate in matter of common interest.

No paid staff shall be eligible for membership of the Board as a voting member. However, at the discretion of the Board (pending approval by majority vote), a full-time paid staff may be granted ex officio (non-voting) membership of the Board.

### *Section 10.01* **OFFICE MANAGER**

#### **Duties of Manager:**

The Manager of the Center shall be responsible for the day to day operations of the Center including the maintenance of its building and grounds and assistance to all members of the Board of Directors and Religious Director. The Manager shall be responsible to the Board of Directors via the President to carry out its policies. In case of emergency and absence of the President, the Manager can take direction from the Vice President, Secretary, or Treasurer in order of officer. In the absence of officers, any member of the Board of Directors may provide necessary direction. At the end of each year, the President shall conduct the performance evaluation for the office manager to measure his/her effectiveness and whether he/she meets the expectation of the Center & its Board of Directors.

#### **Dismissal:**

Except as otherwise provided in an employment contract executed between the Board of Directors and the Manager, the Manager may be removed at any time by the (2/3) vote of Board of Directors, upon thirty (30) days written notice by the Board. He can also be removed upon payment of thirty (30) day remuneration in lieu of the thirty (30) day written notice.

#### **Resignation**

The Manager may resign by filing a written notice of resignation with the President or Secretary of the Board of Directors either personally or by mail, postage prepaid, addressed to the officer at the principal office of the corporation. Such resignation shall become effective thirty (30) days from the date of the first meeting of the Board of Directors following its receipt.



**Compensation:**

The Manager's compensation shall be fixed by the Board of Directors and shall be included in the budget presented to the membership for approval at the annual meeting as herein provided.

**Section 10.02 Religious Director / Imam**

The Board of Directors shall appoint a Religious Director / Imam based upon the recommendation of a search committee, which shall include at least two voting members. The tenure of office of the Religious Director will be determined by the Board of Directors. The Religious Director / Imam shall have sufficient Islamic education and training to play a pivotal role in the community, he shall endeavor to enlighten the minds and hearts of people with the message of Islam, and shall have high ethical standards, be committed, enthusiastic, aware and open to diverse opinions in interpretation of religious edicts, and proficient in English.

**Duties:**

The Religious Director / Imam shall

- 1) Report to the President of Board of Directors
- 2) Oversee and advise educational activities of the Center.
- 3) Supervises all religious and educational activities, such as Jumu'a Khutbas and Islamic study circles. Teaches Qur'anic studies, *Tajwid*, *Tafsir*, *Hadith*, *Sirah*, *Fiqh*, and other *Halaqas*
- 4) Provide for the spiritual growth of the youth through educational programs and other activities
- 5) Provide matrimonial and divorce counseling and service, conduct or arrange for marriage contracts, issue marriage certificates
- 6) Conduct or arrange for the proper funeral (Janazah) procedures for the deceased in accordance with the rules of Islamic Shari'ah.
- 7) In conjunction with the Board of Directors, review all literature presented for approval before display or distribution in the Masjid.
- 8) Participate in the community activities that further good interfaith and public relations for Islam and Muslims.
- 9) Act as a resource person for other activities that the community organizes.

**Dismissal**

- a) The Religious Director may be dismissed if he is in violation of the terms of his job contract of the Bylaws of the Center.
- b) The dismissal of the Religious Director may occur at any time by two-thirds (2/3) vote of the Board of Directors with a sixty (60) days written notice or when he is up for renewal.
- c) Twenty percent (20%) of voting members can petition the removal of the Religious Director and removal will become effective upon two-thirds (2/3) vote of the Board of Directors.

**Resignation**

The Religious Director may resign by filing a written notice of resignation with the President or the Secretary of the corporation either personally or by mail, postage prepaid, addressed to the officer at the principal office of the corporation. Such resignation shall be according to the terms of the

employment contract and will become effective thirty (30) days from the date of the first meeting of the Board of Directors following its receipt.

**Compensation**

The Religious Director's compensation shall be recommended by the Board of Directors and shall be included in the budget presented to the membership.

The Board of Directors may also hire a part time Assistant Imam only to lead few daily prayers and perform minor religious duties under the direct supervision of Religious Director.

**ARTICLE 11  
COMMITTEES**

*Section 11.01 Standing Committees*

The Board of Directors may, by resolution adopt any of these Standing Committees for various functions of the Center. All these committees will work independently, but their decisions and proposals are subject to the approval or denial of Board of Directors. Meeting and action of committees shall be governed by, and held and taken in accordance with, the provisions of this bylaw. Followings are specific committees with their duties and responsibilities:

**a) Finance/Fund Raising Committee**

The finance Committee shall consist of a Chairman to be appointed by the Board of Directors from among the members of the Board and one (1) or more members to be appointed by the Chairman of the Committee from among the voting members of the Center. The Committee shall collaborate with the Treasurer of the Corporation in preparing annual operating budgets and revisions thereof. The Committee shall be responsible for raising funds, subject to prior approval of the Board, by whatever legal means are available to a corporation as set forth in its Articles of Incorporation. The Chairman of the Finance Committee may be the Treasurer of the Corporation when so designated by the Board of Directors. This committee shall review and audit the Center's financial reports quarterly and submit their finding of any discrepancies or lack of documentation to the Board of Directors for further action.

**b) Membership Committee**

The Membership Committee shall consist of minimum of three (3) members including the Vice President as the Chairman of this committee, Secretary, and one (1) or more from voting members appointed annually by the Chairman with the approval of Board of Directors. This Committee shall process all applications for membership as required under ARTICLE 4. It shall also have charge of obtaining new members and calling on prospective members and maintaining a visitor's book. It is the responsibility of this committee to maintain and updated periodically the list of all members as per section 4.03. This committee shall seek approval of its list from the Board of Directors ninety (90) days prior to day of election.

**c) Program Committee**

The Program Committee shall consist of a Chairman to be appointed by the Board of Directors from among the members of the Board and (1) or more members to be appointed by the Chairman of the Committee from among the voting members of the Center. The

Committee shall cooperate with the Religious Director / Imamin planning religious services and other adult programs of the Center.

**d) Communication Committee**

The Communication Committee shall consist of a Chairperson to be elected by the Board of Directors from among the members of the Board and one (1) or more members to be selected by the Chairman of the Committee from among the voting members of the Center. The Committee shall prepare and submit all releases, advertisements and notices for publicity in accordance with the approval of the Board of Directors. This committee is responsible for monthly center's newspaper and shall maintain up to date information on the Center web-site and shall make a network of Muslims in the Santa Clarita Valley area via email. The Chairman of this committee shall report the progress of their work periodically to Board of Directors as needed. Board of Directors may allocate some funds upon the written request of the chairman of this committee for specific projects that contains its mission, reason, benefit & amount of money needed.

**e) Education Committee**

The Religious Education Committee shall consist of a Chairperson to be appointed by the Board of Directors and one (1) or more members to be selected by the Chairperson of the Committee from among the voting members of the Center. The Committee shall collaborate with the Religious Director / Imam or a designee of the Board of Directors to plan the structure of the Islamic School organization and establish its curriculum, standards and objectives. The Committee shall recommend an Islamic School Superintendent who shall then become an ex officio member of the Religious Education Committee. The Committee shall work with the Islamic School Superintendent in carrying out Committee plans. The Committee shall be responsible for all programs directly related to religious education. The Chairman of this committee shall report the progress of their work periodically to Board of Directors as needed. Board of Directors may allocate some funds upon the written request of the chairman of this committee for specific projects that contains its mission, reason, benefit & amount of money needed.

**f) Religious Affairs Committee**

The Religious Affairs Committee shall consist of a Chairperson to be appointed by the Board of Directors and one (1) or more members to be selected by the Chairperson of the Committee from among the voting members of the Center. The Committee shall maintain contact with all members of the congregation for the purposes of rendering whatever personal comfort and aid might be required due to illnesses of other misfortune. The Committee shall collaborate with the Religious Director / Imam to establish a healthy relationship with other Masajid and Islamic Organization, dealing with all religious activities for adults and youth. The Committee shall serve as a clearinghouse for information concerning appropriate services for marriage, birth, death, and so forth. The committee is responsible for Islamic functions, Community services, and hospitality to all visitors to the Center, programs and Zakat.

**g) Dawah and Community Outreach Committee:**

The Dawah and Community Outreach Committee shall consist of a Chairperson to be appointed by the Board of Directors and one(1) or more members to be selected by the Chairman of the Committee from among the voting members of the Center. The Committee shall be responsible for coordinating Dawah and community outreach programs and respond to requests for Muslim representation at various civic & religious gatherings. It shall be responsible for community liaison efforts, interfaith programs, and representing Islamic

Center of Santa Clarita in advocating positive image of Islam to the community at large. This committee shall collaborate with Religious Director / Imam and other committees when needed in order to accomplish its tasks. The Chairman of this committee shall report the progress of their work periodically to Board of Directors as needed. Board of Directors may allocate some funds upon the written request of the chairman of this committee for specific projects that contains its mission, reason, benefit & amount of money needed.

**h) Women Affairs Committee:**

The Women Affair Committee shall consist of a Chairperson to be appointed by the Board of Directors. She shall appoint two (2) or more members to be selected from among the members of the Center. The purpose of this committee is to promote and raise women issues, to host women meetings and gathering and to increase women participation of the Center. This committee shall groom potential sisters to run for Board of Directors and other committee chairpersonship. The Chairman of this committee shall report the progress of their work periodically to Board of Directors as needed. Board of Directors may allocate some funds upon the written request of the chairman of this committee for specific projects that contains its mission, reason, benefit & amount of money needed.

**i) Youth Committee:**

The Youth Committee shall consist of a Chairperson to be appointed by the Board of Directors and two (2) or more members to be selected by the Chairman of the Committee from among the voting members of the Center. The Committee shall take charge of training, especial programs to serve the need of the youth in the Center. The purpose of this committee is to attract the youth to participate in the activities of the Center. This committee shall help youth in developing and creating their own religious, social programs with the help from other members of the Board of Directors. The Chairman of this committee shall report the progress of their work periodically to Board of Directors as needed. Board of Directors may allocate some funds upon the written request of the chairman of this committee for specific projects that contains its mission, reason, benefit & amount of money needed.

**j) Facility Management and Security Committee:**

The Board of Directors may establish Facility Management and Security Committee to look after the wellbeing and safety of property of the Center. The members of this Committee may consist of directors or non-directors and may be appointed. This committee will be responsible for maintenance, security, development of all properties and equipment belonging to the Masjid and to manage them efficiently in order to ensure the fulfillment of needs of the Masjid and its users. Board of Directors may allocate some funds upon the written request of the chairman of this committee for specific projects that contains its mission, reason, benefit & amount of money needed. For example for the safety and security reason in and outside of the masjid shall be monitored by security cameras.

**k) Advisory Committee:**

The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed. Advisory committees may not exercise the authority over the Board of Directors to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board.

*Section 11.02 Chairman of Standing Committees*

Chairmen of Standing Committees shall serve as such until their successors are elected and qualified following a meeting of the Board of Directors, or until they resign.

*Section 11.03 Ad Hoc Committees*

The Board of Directors, in its sole discretion, may appoint Ad Hoc Committees for specific purposes and activities according to the needs of the Center. The Board of Directors may dissolve the Ad Hoc Committees at their own discretion.

**ARTICLE 12  
NON-LIABILITY AND INDEMNIFICATION**

*Section 12.01 Definitions:*

For the purpose of full understanding of this article, followings are key definitions:

- a) "**Agent**" means any person who is or was a director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation;
- b) "**Proceeding**" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative;
- c) "**Expenses**" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under subdivision (d).
- d) "**Volunteer**" means the rendering of services without compensation.
- e) "**Compensation**" means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive officer does not affect that person's status as a volunteer within the meaning of this section.
- f) "**Executive officer**" means the president, vice president, secretary, or treasurer of a corporation, or such other individual who serves in like capacity, who assists in establishing the policy of the corporation.

*Section 12.02 Legal Duty of Directors:*

Directors are subject to two fiduciary duties in carrying out their governance responsibilities: the duty of care and the duty of loyalty. Section 5231(a) of the California Corporations codifies these duties, providing as follows:

- 1) The duty of care requires the Directors to act in good faith, with the care of a prudent person, and in the best interest of the corporation.
- 2) The duty of loyalty requires the Directors to refrain from self-dealing, usurping corporate opportunities and receiving improper personal benefits.

*Section 12.03 Non-liability of Directors:*

There shall be no personal liability to a third party for monetary damages on the part of a volunteer director or volunteer executive officer of a nonprofit [public benefit] corporation . . . . To the extent allowed pursuant to Section 5239 of the California Nonprofit Public benefit Corporation Law, the directors and other volunteers of the Center shall not be personally liable for monetary

damages caused by the director's or officer's negligent act or omission the performance of that person's duties as a director or officer, if all of the following conditions are met:

- 1) The act or omission was within the scope of the director's or executive officer's duties.
- 2) The act or omission was performed in good faith.
- 3) The act or omission was not reckless, wanton, intentional, or grossly negligent.
- 4) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the corporation, either in the form of a general liability policy or a director's and officer's liability policy, or personally to the director or officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer officer shall not be personally liable for the damages if the Board of Directors of the corporation and the person had made all reasonable efforts in good faith to obtain available liability insurance

#### *Section 12.04 Indemnification and Insurance*

**Right of Indemnity:** To the fullest extent allowed by Section 9246 of the California Nonprofit Religious Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 9246.

**Approval of Indemnity:** On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 9246(d). Otherwise, the Board shall promptly determine, by a two third vote of the directors then in office who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 9246(b) or Section 9246(c), and, if so, shall authorize indemnification to the extent permitted thereby.

**Advancing Expenses:** To the fullest extent allowed by Section 9246 of the California Nonprofit Religious Corporation Law, and except as otherwise determined by the Board of Directors in specific instances, the Board shall authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (1) the requested advances are reasonable in amount under the circumstances; and
- (2) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

Unless the Board of Directors finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

**Insurance:** The Board of Directors may adopt a resolution authorizing the purchase and maintenance insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

## ARTICLE 13 CORPORATE RECORDS, REPORTS AND SEAL

### **Section 13.01 Minutes of Meetings**

The Center shall keep a book of minutes of all meetings of the Board of Directors and of all annual membership and business meetings of members. The book shall record in it:

1. Time and place of the meeting,
2. Whether the meeting was regular or special, and if special, how authorized,
3. Copy of the meeting notice sent,
4. Names of those present in directors' meetings,
5. The number of members present or represented at members' meeting, and
6. The proceedings of the meeting.

### **Section 13.02 Books of Accounts**

The Center shall keep and maintain adequate and correct accounts of its properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains and losses.

### **Section 13.03 Annual Reports and Financial Statement**

The Board of Directors may provide for the preparation and submission to the members of a written annual report. Such report if required by the Board of Directors shall summarize the Center's activities for the previous year and activities projected for the forthcoming year. The Board of Directors shall provide for preparation and submission to the members of annual financial statements. Each statement shall consist of:

- (1) A balance sheet as of the close of business of the corporation's fiscal year, contain a summary of revenue or receipts and expenses or disbursements of the Corporation, be prepared in such a manner and form as is sanctioned by sound accounting practices, and be certified by the Chairperson, Secretary, Treasurer or a certified public accountant.
- (2) The assets and liabilities, including the trust funds, of the Corporation as of the end of fiscal year
- (3) The principle changes (if any) in assets and liabilities including funds, during the fiscal year

In absence of an approved budget, the Board of Directors is authorized to operate with a temporary budget of 1/12<sup>th</sup> of the previous year's budget for each month until the annual budget is approved.

### **Section 13.04 Checks, Drafts, and Deposit Etc**

All checks, draft, or orders for payment of money in the name of the Center shall have at least two signatures by the President and Treasure.

### **Section 13.04 Inspection of Records by the Directors**

The books of account shall at all reasonable times be open to inspection by any Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

### **Section 13.05 Inspection of Records by Members**

The books of account and the Minutes of meetings of the members, Directors and Standing Committees shall be open for inspection upon a written demand of any voting member at any reasonable time. The inspection may be for a purpose that is reasonably related to the interest of the member. The records shall be made available at any reasonable time when required by the written demand of at least ten (10%) percent of the voting members of the corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts. Demand for inspection other than at a members' meeting shall be made in writing to the Chairperson of the Board of Directors or the Secretary of the corporation.

**Section 13.06 Corporate Seal**

The Board of Directors may adopt and use a corporate seal. Such seal if adopted shall be affixed to all corporate instruments, but failure to affix shall not affect the validity of any such instrument.

**ARTICLE 14  
FISCAL YEAR**

**Section 14.01.**

The fiscal year of the Center shall be the Gregorian calendar year. The Hijri calendar dates may be used along with the Gregorian dates.

**ARTICLE 15  
LANGUAGE**

**Section 15.01.**

The official communication and administrative language of ICSCV, except for Qura'nic quotes, shall be English. With approval of the Board of Directors, lectures and part Friday sermon (khutbahs) may be given by qualified individuals fluent in other languages provided an English translation follows.

**ARTICLE 16  
GENERAL**

**Section 16.01. Transaction Limit**

Any single transaction, except donations received, exceeding the sum of \$25,000 shall be approved by two third (2/3) majority of the Board of Directors.

**Section 16.02. Asset Sale or lease**

Any sale, transfer or long term lease of corporation assets and properties, in whole or part, exceeding \$100,000 in fair market value shall be approved upon by:

- (i) Two-third (2/3) majority of the Board of Directors, and
- (ii) Two-third (2/3) majority of general members eligible to vote.

**Section 16.03. Conflict of Interest:**

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall

- a) Fully disclose the nature of the interest and
- b) Withdraw from discussion, lobbying, and voting on the matter.
- c) 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 the corporation to do so.
- d) Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.



- e) The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

#### ***Section 16.04. Arbitration***

Arbitration will be the sole means to reach resolution for all otherwise litigable conflicts that may arise among the ICSCV members, directors, officers, employees, the persons served by the corporation and all members of the committees or subcommittees. Arbitration will be based on the Qura'n and the Sunnah of the Prophet Mohammad (PBUH), as explained and interpreted by the recognized schools of Fiqh. The decision of the Arbitrator(s) is final and binding and cannot be appealed in court. The arbitrators shall be from those scholars with knowledge in Islamic Fiqh and who are not paid or employed by ICSCV. This arbitration clause shall be integrated, as appropriate, in the employment contracts, membership application forms, and all other contracts in which ICSCV is a party.

## **ARTICLE 17 BY-LAWS**

#### ***Section 17.01 Effective date***

This Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall become effective immediately on their adoption unless the members in adopting them provide that they are to become effective at later date.

#### ***Section 17.02 Amendments***

- a) Subject to the limitations contained in the Articles of Incorporation of this corporation and to any provisions of law applicable to the amendment of Bylaws of non-profit corporations, there Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted at any annual or special meeting of the members by the majority vote of the voting members present and voting provided the amendment is first proposed in the manner set forth in paragraph (b) hereof and provided the notice of the meeting referred to in said paragraph is mailed to the membership as provided in Section 5.03 of these Bylaws set forth the proposed amendment in full.
- b) Amendments of these Bylaws may be proposed by the Board of Directors on its own motion; or by the petition of at least 25% of voting members presented to the Board of Directors at a Board meeting not less than 30 days before the general membership meeting at which the proposed amendment is to be presented. The proposed amendment shall be mailed to voting members prior to general membership meeting for their review. The proposed amendment must be voted on at the meeting, which it is presented.

#### ***Section 17.03 Adoption of Bylaws.***

The current members of the Board of Directors, as the legal directors of this corporation, hereby adopt the foregoing bylaws, consisting of fourteen (14) articles, as the bylaws of this corporation.

#### ***Section 17.03 Governing Law.***

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Religious Corporation Law as then in effect shall apply.

ARTICLE 18  
NOT FOR PROFIT

*Section 18.01 Non-stock, Non-Profit*

Islamic Center of Santa Clarita Valley (ICSCV) shall be non-stock and non-profit. No dividends shall be declared. In the event of dissolution of the organization, any assets owned by ICSCV shall be donated to a 501(c)(3) charitable organization selected by the Board of Directors as stated in Article 4 of this bylaws.

*Section 18.02 Voluntary Organization:*

No part of the net earnings of ICSCV shall inure to the benefit of or be distributable to any Executive Officer, Director, Employee, or other individual, partnership, estate, trust, or Corporation having a personal or private interest in ICSCV. Compensation for services actually rendered, and reimbursement for expenses actually incurred in attending to the affairs of ICSCV shall be limited to reasonable amounts.



CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that the Board of Directors of said Corporation duly adopted such Bylaws.

Date: Jan. 03, 2013

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*Secretary Name and Signature*

**BYLAWS  
EXHIBIT - A  
Islamic Center of Santa Clarita Valley  
(Nominee's Acceptance Form)**

Nominee Full Name:		
Profession:	Email:	No. of Years living in this community: _____
Street Address:	City	Zip Code
Home Phone: (     )	Office Phone: (     )	
Fax: (     )	Cellular: (     )	
Are you a member of any other organization Yes [ <input type="checkbox"/> ]      NO [ <input type="checkbox"/> ] If yes, please list them in the next column	List the organizations:	
	1) _____	
	2) _____	
	3) _____	
	4) _____	
Please briefly describe your personal, educational and business background.		
Summarize in few sentences your goals, visions and plans that will strengthen the Islamic Center of Santa Clarita Valley by your presence in the Board of Directors.		
I hereby allow the election committee to place my name on the ballot for year _____ Election of Islamic Center of Santa Clarita Valley. Insha Allah, I pledge to support its program and services and abide by its bylaws and policies.		
<b>Name</b> (Please print)	<b>Signature</b>	<b>Date</b>

**BYLAWS  
EXHIBIT - B  
Islamic Center of Santa Clarita Valley**

**Oath of Office**

I, \_\_\_\_\_ whose specimen signature is given below and who has been elected as \_\_\_\_\_ of the Islamic Center of Santa Clarita Valley – (ICSCV), do hereby affirm, with Allah (s.w.t) as my witness that, Insha Allah, I will:

- (i) Be obedient and faithful to Allah, His commandments and the traditions of the Prophet Muhammad (PBUH).
- (ii) Abide by the provisions of the Constitution and Bylaws of the ICSCV, and will work towards the unity of Muslims in the Greater Los Angeles area.
- (iii) Conduct the affairs of ICSCV members with justice and honesty, and will safeguard the trust of the ICSCV assigned to me for the best interest of the Muslim community.
- (iv) Not seek any personal glorification or financial gains by and through the use of this office.

May Allah Almighty help me to fulfill this oath - Aameen.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**EXHIBIT - C**  
**Islamic Center Of The Santa Clarita Valley (ICSCV)**  
28808 San Francisquito Canyon Road, Santa Clarita, CA 91390  
**Email:** info@icscv.org ♦ **Phone:** (661) 296-4000 ♦ [www.icscv.org](http://www.icscv.org)

**Membership Application**

Individual       Joint (Husband and wife)

Ms.  Mr.  Mrs.  Dr. Name: \_\_\_\_\_  
Last First Middle

\_\_\_\_\_ Home Address City State Zip

( ) ( ) \_\_\_\_\_  
Home Phone Cellular Phone Email Address

\_\_\_\_\_ ( ) \_\_\_\_\_  
Occupation Employer Name Office Phone

\_\_\_\_\_ Date of Birth Place of Birth (City, State) Country

Citizenship/Residency:  U.S. Citizen  Permanent Resident  Other: \_\_\_\_\_

**This Part for joint application only (Spouse) \_\_\_\_\_**

Ms.  Mr.  Mrs.  Dr. Name: \_\_\_\_\_  
Last First Middle

( ) ( ) \_\_\_\_\_  
Home Phone Cellular Phone Email Address

\_\_\_\_\_ ( ) \_\_\_\_\_  
Occupation Employer Name Office Phone

\_\_\_\_\_ Date of Birth Place of Birth (City, State) Country

Citizenship/Residency:  U.S. Citizen  Permanent Resident  Other: \_\_\_\_\_

**Personal Information (Optional) \*this information is for ICSCV statistics only**

Marital Status:  Single  Married  Divorced  Widowed

	Children Name (Under 18 Years Old)	Date of Birth	Email Address	Do they attend?	
				Youth Group	Sunday School
1.	_____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
2.	_____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
3.	_____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
4.	_____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>

**Skill / Volunteer Information**

**Applicant Spouse**

- Accounting / Finance
- Legal Service
- Database Management
- Computers
- ICSCV Newspaper

**Applicant Spouse**

- Fundraising
- Marketing
- Religious Service
- Social Service
- Security

**Applicant Spouse**

- Youth Service
- Even Coordination
- Facility Maintenance
- Sunday school
- Others: \_\_\_\_\_

**Language you know or speak:** English Urdu Farsi Arabic Spanish Other

Applicant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____
Spouse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____

**Please List the name of other Organization in which you are a member:**

Name of Organization	Type of Organization					Who is a Member?	
	Religious	Professional	Educational	Social	Other	Applicant	Spouse
1. _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Recommendations (Two ICSCV Voting Members)**

Name: _____	2. Name: _____
Address: _____	Address: _____
Signature: _____	Signature: _____
Telephone: _____	Telephone: _____
Email: _____	Email: _____

*I hereby apply for membership to the ISLAMIC CENTER OF SANTA CLARITA VALLEY. and pledge to agree and abide by the Center's by-laws and understand that submitting this application does not imply automatic acceptance. I also agree that any controversy or claim arising out of or relating to this membership shall be settled through arbitration that is based on the Qura'n and the Sunnah of the Prophet Mohammad (pbuh), as explained and interpreted by the recognized schools of Fiqh. The decision of the Arbitrator(s) is final and binding and cannot be appealed in court*

Applicant Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Spouse Signature (If applicable): \_\_\_\_\_ Date: \_\_\_\_\_

*Due are \$120.0 per year / Individual member or \$200 per year/ Husband and Wife upon approval of the application. (Each family member above 18 years must submit separate application)*

**For ICSCV Office only**

Date Application Received: \_\_\_\_\_ Received by: \_\_\_\_\_

**Membership Committee Action**

Reviewed and Verified by: \_\_\_\_\_ Remark: \_\_\_\_\_

Signature of Chairperson: \_\_\_\_\_  Recommend  Not Recommend

Reason for not Recommended \_\_\_\_\_

**ICSCV Board Action**

Meeting Date: \_\_\_\_\_  Approved  Not Approved

ICSCV Board President: \_\_\_\_\_ Signature: \_\_\_\_\_

ICSCV Board Secretary: \_\_\_\_\_ Signature: \_\_\_\_\_

Effective Membership Date: \_\_\_\_\_ Membership ID #: \_\_\_\_\_